



AGENDA

BOARD OF DIRECTORS WORK SESSION

Wednesday, January 19, 2022 - 2pm

West Center Auditorium / Zoom

*Code of Conduct

Directors: Mike Zelenak (President), Nina Campfield (Vice President), Ted Boyett (Secretary), Donna Coon (Treasurer), Mark McIntosh (Assistant Secretary), Randy Howard (Assistant Treasurer), Kathi Bachelor, Carol Crothers, Christine Gallegos, Connie Griffin, Bart Hillyer, Bev Lawless, Scott Somers (non-voting)

AGENDA TOPIC

1. Discuss and Review Proposals from Management/Leadership Analysis
2. Discuss Proposals to Engage an Outside Consultant to Conduct an Anonymous Employee Survey to Complete the Annual CEO Performance Evaluation
3. Review CPM Amendments Section 1 – 4
4. Discuss Video Postings of the Meetings
5. Discuss Creating a Ballot Measure to Consider Building an Arts Center at WC and Related Debt Service
6. Adjournment



**Green Valley Recreation, Inc.
Board of Directors Work Session**

Prepared By: Scott Somers, CEO

Meeting Date: January 19, 2022

Presented By: Scott Somers, CEO

Consent Agenda: NA

Originating Committee / Department: Administration

Action Requested: Discuss and consider working with an independent objective consultant to perform a management/leadership analysis that includes a holistic look at Board, CEO, and senior staff relations; considers the results of an employee engagement survey; and provides recommendations for improvements.

Strategic Plan, GOAL 5: Provide sound, effective governance and leadership for the corporation

Background Justification:

In light of a recent incident concerning alleged code of conduct violations involving two Board members, and ongoing and escalating relationship issues among the Board Directors, between its members, the CEO, and the staff, it is more important than ever to work with an outside objective consultant to take a holistic look at these relationships and how negativity and hostility impacts staff morale and ultimately the organization and its members.

The concept of conducting an anonymous employee engagement survey first surfaced during a Board Officers meeting on December 8, 2021 which came on the heels of several staff resignations. Board Officers indicated they would like to pursue surveying employees as part of the CEO’s annual performance evaluation since some of the questions on the evaluation form relate to leadership and management of staff. I embraced the concept, but suggested that a broader more holistic analysis be completed for several reasons: 1) an employee survey has not been completed in the recent past and therefore there would be nothing to compare the results with; and 2) a survey doesn’t allow for probing or a deeper dive into identifying systemic and culture issues that personal one-on-one interviews with an objective third party can uncover.

A confidential memo to the Board of Directors will serve as a companion piece to this staff report. This memo will attempt to put a finer point and attempt to make a very strong argument and recommendation to engage with a consultant

to complete a management/leadership analysis based on the attached scope of work.

The attached proposals were received based on the attached scope of work, which will allow for the contracted consultant to develop best practices recommendations to help the Board and staff to function as an effective mission-driven team. The project could be designed in such a fashion that the results associated with the CEO's performance could be used to inform the CEO's annual performance evaluation and evaluation process in future years.

Fiscal Impact:

Proposals received range in price from \$14,000 to over \$80,000. Funds for this expenditure are available in the Professional Fees line item.

Board Options:

1. Review and discuss the goals of working with an outside consultant on completing a management/leadership analysis. Review proposals, and collectively decide how to proceed.

Staff Recommendation:

Option #1

Recommended Motion:

It would not be appropriate for staff (CEO) to recommend a particular consultant or to contract with a particular consultant since this analysis will include assessing the performance of the CEO. This is a Board decision.

Attachments:

Scope of work previously circulated to the Board of Directors
Three (3) proposals received

Management/Leadership Assessment and Employee Engagement Scope of Work – proposed draft

Conduct a management review of the leadership, organizational structure, culture and operations of Green Valley Recreation, Inc., and make recommendations for enhancing the leadership of the organization. The purpose of the review is to identify the gaps, necessary actions and interventions that will provide the CEO and Board of Directors with the information, feedback, and insights needed to effectively improve the leadership, culture, structure, and communications within the organization.

Proposed Scope of Work

1. **Conduct an anonymous survey of employees** to gather information to assist the CEO and the Board of Directors in guiding the organization and to learn more about how employees view the organization. All employees will be invited to participate in an internet-based survey.

The survey should include 20 multiple-choice statements where participants may strongly agree, agree, disagree, or strongly disagree with the statement. The statements should be worded in a fashion that agreement is considered a positive response. In addition to the multiple-choice questions, there should be four open-ended questions where contributors may offer original thoughts and suggestions, or make no comment. All of the questions should be employment related, asking about individual jobs, supervision received, perception of management, likes, dislikes, and workplace challenges. The last question of the survey should be truly open-ended, asking for any additional comments.

In order to provide detailed information, all results should be broken out by tenure and department. With the aim of ensuring respondent anonymity, smaller departments should be grouped together to form larger groups.

2. **Review Existing Documentation.** Review the organizational and governance structure, strategy, goals, work plans, performance metrics, and staff surveys to gain an overall understanding of the focus and direction of the organization. Review previous performance evaluations of the CEO.
3. **Prepare for Interviews.** Develop interview protocols that will identify strengths, weaknesses, opportunities and areas for improvement regarding the current leadership of the organization.
4. **Conduct Interviews.** Conduct up to 20 interviews with selected elected officials and senior staff that have regular, direct contact with the CEO.
5. **Prepare Findings and Recommendations.** Analyze the interview and data to identify strengths and gaps in management/leadership effectiveness. Document findings based upon the analysis and synthesis of all available data and develop recommendations for addressing any identified gaps or opportunities for improvement. Compile all into a concise report to share with the Board of Directors and CEO.

Leadership Assessment & Employee Engagement Project

Spring 2022

Green Valley Recreation, Inc.



PROPOSED BY



GREEN VALLEY RECREATION, INC.
1070 S CALLE DE LAS CASITAS
GREEN VALLEY, AZ 85614

JANUARY 14, 2022

Dear Scott Somers,

Viable Insights (hereinafter referred to as "VI") is pleased to submit this proposal to provide services to Green Valley Recreation, Inc. (hereinafter referred to as "GVR") in support of their leadership assessment and staff perceptions project work. Viable Insights is a Tucson-based firm, specializing in participatory and strengths-based research and evaluation, organizational development, capacity building, and results-based facilitation. VI offers research and facilitation services ranging from limited consultation to long-term evaluation design and implementation. For each project, VI assembles a unique team whose experience and expertise best meet the client and project needs.

For the GVR project, the VI team will be led by Phil Stoeklen and Deven Wisner, and supported by the team profiles we've included in this proposal. We are committed to executing the scope of work as outlined in the proposal and, if selected, will work closely with the GVR project team and partners to adjust as needed.

Thank you again for your time and consideration. We look forward to hearing from you and welcome any questions.

Sincerely,

Deven Wisner

Deven Wisner

Managing Partner

520.390.3543 // deven@viableinsights.com

Phil Stoeklen

Phil Stoeklen

Partner

715.931.0695 // phil@viableinsights.com



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SECTION I: BACKGROUND ON VIABLE INSIGHTS

Viable Insights (VI) is a Tucson-based company that collaborates with organizations seeking to develop and implement more effective programs and initiatives -- ultimately enabling them to have greater impact. Our team applies a participatory and strengths-based approach, which creates an accessible and empowering experience for our clients, and allows our team to leverage contextual experts in every project environment.

In our practice, we use years of combined experience around both quantitative and qualitative methods, data visualization/reporting best practices, and organizational development and behavior to foster an engaging and productive experience for our stakeholders. By engaging each of these important project components, our stakeholders become owners in their project while having the tools to make meaningful, data-informed impact on their initiatives. Our efforts include collaboration with nonprofit organizations, community and national foundations, service providers, and government agencies to develop, implement, and optimize programs.

Our Services



Applied Research & Evaluation



Organizational Development



Strategic Planning



Data Collection Tools



Data Management



Data Analysis



Data Visualization & Reporting



Training, Workshops & Courses

Our Team

You know what we do. [This is who we are.](#)



Deven Wisner, M.S.

Co-Founder & Partner

Deven is the Managing Partner of Viable Insights, where he is a capacity builder for data-driven decision making across a variety of disciplines, including community and social welfare, human capital, finance, marketing, and regulatory and compliance. He leverages his formal training in evaluation and industrial-organizational psychology and years of senior level management experience to enable clients in both the for-profit and non-profit sectors to leverage data in their organizations decision-making process. Complementary to his technical skills in program design, statistics, and data visualization and reporting, Deven relies heavily on participatory methods and interpersonal effectiveness training to inspire client ownership and buy-in. In addition to his role as Managing Partner for Viable Insights, Deven teaches Organizational Behavior and Psychology of Leadership at the University of Arizona. He is the Immediate Past President of the Arizona Evaluation Network, active member of the American Evaluation Association, and the founder of the Tucson Tableau User Group. At the root of all his work is a passion for empowering individuals to utilize evidence-based decision making as an effective method for achieving their goals and objectives.



Phil Stoeklen, M.S.

Co-Founder & Partner

Phil is a Partner at Viable Insights who brings extensive project management experience related to evaluation. He has a Master's degree in Applied Psychology with concentrations in Health Promotion and Disease Prevention, Evaluation Research, and Industrial-Organizational Psychology. Phil has been an evaluator and project manager on multiple projects, including: comprehensive needs assessments, community perception projects, formative and summative program evaluations, and impact evaluations. His projects have ranged from short-term to multi-year, and has collectively worked on more than \$23 million in both grant and privately funded programs/initiatives. In addition to Phil's professional consulting experience, he has also served as an instructor in the Evaluation Studies and Institutional Research graduate certificate programs at the University of Wisconsin- Stout. In that capacity, he has taught courses covering evaluation theory, data collection techniques and best practices, and evaluation applications. Phil is an active member of the American Evaluation Association and the Vice President of Budget and Finance for the Arizona Evaluation Network. Whether in his role as an evaluator or instructor, his goal remains the same – providing individuals and organizations with the tools, skills, and capacity to collect and use data in their decision making process.

Our Team Continued



Holly M. Starr, M.S.W.

Consultant

Holly is a Consultant for Viable Insights, with an academic background in social work and evaluation. Both inform her approach to community-based work. Combining empathy with rigorous methods, Holly adds both qualitative and quantitative expertise to our team -- ensuring our work remains human-centered. She is also well-versed in data visualization techniques, enabling her to create meaning from data that might otherwise go unused.



Andrea Bertram, M.S.

Associate Consultant

Andrea is an Associate Consultant with Viable Insights and brings a background of evaluation and organizational development to Viable Insights. She's a graduate of University of Wisconsin - Stout, where she received a Master's in Applied Psychology. She loves to use data to inform decisions -- both at an organization and community level.



Makenzie 'Kenzie' Laurent

Graphic Designer

Kenzie is a Design Intern at Viable Insights. She is currently a junior in the Graphics Design program at the University of Wisconsin- Stout, and helps our team develop beautiful products. A lot of Kenzie's job is behind the scenes, but she is highly involved in product development so you will come to know her through her work!



Becca Hrdlicka

Coordinator

Becca comes to us with a passion for organization, color coding, and checklists! She has built a strong skill set in relationship building, communication, and out of the box thinking having spent ten years working in long term care. Prior to that she earned her Bachelor's Degree in both Political Science and Public Administration from the University of Wisconsin - La Crosse. Becca brings an eye for quality and an attention to detail -- helping to power our behind-the-scenes operations.

Our Commitment to Research Integrity & Data Protection Standards

VI has helped develop data collection, storage, and dissemination protocols for a variety of sensitive data types, including those protected by HIPAA and FERPA standards. These protocols include important considerations related to ethics, security, and sharing rights. As part of our approach to the GVR project, we will leverage both industry and academic research best-practices to ensure sound environments for project personnel and its key partners to interact with data in a meaningful, ethical, and secure way. All research protocols will include consent-seeking procedures, and the evaluation team will ensure that all participants understand the confidential nature of their participation. Our team will be responsible for maintaining all data and will protect the privacy of participants by storing all data on encrypted networked servers, only accessible to the evaluation team.

SECTION II: GOALS & APPROACH

Using the general specifications outlined in the scope of work, VI proposes a work plan carried out in three major phases: **1) Document Analysis**, **2) Employee-Level Data Collection**, and **3) Leadership Analysis & Planning**. In addition to these overarching activities, VI will assist with converting the findings into action and enhancing cohesion between employees, leadership, and the Board of Directors.

Phase I: Document Analysis

Prior to developing the survey, interview protocols, or plans for leadership development, VI will review relevant materials related to GVR. These materials will include, but are not limited to, the following:

- Mission, Vision, Values (i.e., org identity documentation)
- Org structure and governance format/charts
- Prior examinations and reports of the organization's performance in the areas of interest
- Performance evaluation and appraisal materials

Engaging in this as a preliminary step will help ensure that VI has an adequate understanding of GVR, and is able to build context into the tools and communications that will ultimately be developed.

Phase II: Employee-Level Data Collection

Methodology. To understand employee perceptions of the organization and its leadership, VI will conduct an organization-wide survey. The survey contents will be collaboratively developed with the GVR team. However, based on what has been shared and our experience, some question domains might include the following:

- Staff satisfaction ratings (both job satisfaction, and satisfaction with leadership)
- Measures of group cohesion
- Interdepartmental communication practices and efficacy
- Interdepartmental awareness (i.e., understanding big picture and the work of units across the organization)

The survey will consist of both quantitative and qualitative items. Quantitative data will be analyzed at the descriptive level and inferential level, where appropriate, using the Statistical Package for the Social Sciences (SPSS). Qualitative data from open-ended survey questions will be subjected to a modified thematic analysis, allowing for major “themes” to be identified from the insights provided by participants. For both types of questions, our team will take steps to preserve participant anonymity.

Recruitment. All staff will be invited to participate in this survey. A pre-survey communication will be sent to everyone one week prior to survey launch. The communication will describe the goals of the project, encourage and empower them to provide their valuable feedback when they receive the survey, and outline the steps that will be taken to protect their identity throughout the process. VI will draft this pre-survey communication but will extend an opportunity to project leadership to weigh in on content prior to sending it to GVR staff.

Assumption(s): GVR will assist VI with communicating the project goals to staff, as well as providing VI with a comprehensive distribution list so that a panel may be built in Qualtrics, the electronic survey platform used by VI in survey research. GVR leadership will support full employee engagement (e.g., allowing staff to take the survey during business hours) and will not compromise the privacy measures put in place by VI.

Phase III: Leadership Analysis & Planning

Methodology. Data collection in Phase III will largely rely on qualitative techniques. Key-informant interviews were requested in the SOW, so that will serve as the primary technique used. VI will co-develop interview protocols in collaboration with the GVR project team. Questions will be geared toward leadership across the organization. Specifically, leaders from across the organization will be asked to provide feedback on their perceptions of the strengths, areas of opportunity, and overall efficacy of leadership and the processes used to govern GVR. Qualitative data from the interviews will be subjected to a modified thematic analysis, allowing for major “themes” to be identified across participants. These rich qualitative insights will enable VI to build a comprehensive action plan for leadership development and communication.

In addition to interviews, Phase III will also include the enhancement of materials and/or process governing leadership communication and appraisals. Both the SOW and communications about project goals have alluded toward process improvements as well as updating the current mechanisms for evaluating leadership. This activity will build upon the work done in Phases I and II, as well as incorporate the interview findings from Phase III.

Recruitment. Up to twenty (20) Interviews will be conducted with key informants across leadership. Participants will be selected in such a way to inform the questions from a diversity of perspectives and interests across the organization. Interviews will be conducted via Zoom with the VI team (1 interviewer, 1 notetaker), and scheduled during the survey data collection period. Although not called out in the SOP as a qualification, we feel it is important to share that we bring extensive experience working with clients and participants from a distance. VI's online interview facilitation game was strong before the pandemic, and the past year has only elevated the experience for virtual participation. That said, In-person interviews are also a possibility. If GVR would prefer these be conducted in-person, VI will submit an addendum to the work plan and budget to account for that modification. Ultimately, virtual interviews are described here so that VI can allow the greatest flexibility to participants.

During the recruiting period, those identified will be informed of the project goals, will be provided with the interview questions ahead of time, and will be provided assurances that their feedback will be confidential.

Assumption(s): GVR will assist VI with communicating the project goals to sampled leaders, provide VI with a comprehensive list of leaders across the organization, and will allow flexibility for leaders to set aside time to participate in interviews.

SECTION III: REPORTING

Ultimately, the project report will be designed with utility and accessibility in mind. Therefore, the VI team will leverage data visualization and reporting best practices to simultaneously meet project requirements and engage various audience members (e.g., leadership, board of directors, staff, etc.) with timely and meaningful information pertaining to the project focus areas. VI will apply the branding guidelines set forth by the GVR team (e.g., logos, language, color schemes, etc.) to all reporting materials.

GVR will be provided two rounds of revision work to the report materials. The first round will be focused on any major structural changes needed to the content, while the second round will be focused on minor adjustments (e.g., grammar). Upon completion of the two rounds of review, VI will implement changes and transmit the final version one week prior to the debrief meeting.

All reporting materials and visual assets will be shared with the GVR team in such a way that will allow for extraction of components for a presentation if deemed valuable. This includes access to copy and visuals. Additional revisions may be billed at an hourly rate of \$150.

SECTION IV: PROJECT ADMINISTRATION & EXCHANGE RATE

VI will meet with the GVR project team regularly throughout the process. Prior to beginning work, a meeting with leadership will be needed to discuss measurement priorities and frame the survey and interview protocols. After this initial meeting, tool development will consist of a review draft for feedback, and a finalized version for implementation. The review process will be conducted using InVision, and changes will be implemented for data collection launch. During the data collection process, VI will email progress updates at least once weekly. Upon completion of data collection, VI will analyze all data and relevant materials prior to developing a report and recommendations. A final meeting will be conducted either in person or through Zoom to review the findings, answer questions, and solicit feedback on the deliverables.

A detailed timeline will be established by the project team and VI once a contract is in place. However, VI anticipates that the general rollout of activities will follow the schedule referenced in Table 1.

Table 1. General Rollout Timeline

Activity	Completed
Contracting & Document Analysis	1/21/2022 – 2/1/2022
Initial Meeting	2/1/2022
Tool Development	2/1/2022 – 2/11/2022
Data Collection (Survey)	2/14/2022 – 2/28/2022
Data Collection (Interviews)	2/14/2022 – 3/11/2022
Data Analysis	3/1/2022 – 3/23/2022
Reporting	3/23/2022 – 4/6/2022
Debrief Meeting	4/15/2022

Based on the requested services, VI has developed an overall project investment amount of **\$14,300**. The investment has been broken down by phase and overarching activities, and is available for reference in table 2.

This investment amount covers all the work described in each of the phases, as well as the time it will take to conduct analyses and develop reporting materials for those activities. VI is a highly participatory evaluation, applied research, and organizational development firm. With that in mind, the amounts referenced for each project area are subject to negotiation with GVR, assuming the methodologies and project activities are also negotiable. VI always strives to make the task of process improvement an accessible one, so if the amounts referenced below are not accessible to GVR, please let us know and we can explore ways to meet you where you are.

Table 2. Itemized Investment

Phase I: Document Analysis.....	\$450
Phase II: Staff Survey.....	\$5,300
Phase III: Leadership Analysis & Planning.....	\$7,350
Project Administration.....	\$1,200
Total Investment.....	\$14,300

References

Erin Lyons

Chief Executive Officer

Child Parent Centers
520.623.2512 ext. 77315 | elyons@childparentcenters.org

Project Context: VI assessed the data culture and needs of CPC so that the organization could optimize interdepartmental communication and information sharing, as well as empower data users to monitor the impact of the organization.

Sarah Ascher, M.S.

Associate Vice President, Arizona End of Life Care Partnership

United Way of Tucson and Southern Arizona
520.903.3923 | sascher@unitedwaytucson.org

Project Context: VI has worked with the EOLCP at United Way of Tucson & Southern Arizona across multiple years so that they can enhance their network communication, describe their program logic, and engage in strategic and evaluative planning.

Michelle Simon

Deputy Director, Support Services

Pima County Public Library
520-594-5654 | michelle.simon@pima.gov

Project Context: VI engaged in a multi-year organizational development and staffing project. This work included the development of job classifications, salary studies, and staffing models for all branches across the PCPL system.

Thank you for the opportunity to provide a proposal!

Please reach out to us if you have any questions.
We are happy to help!

520.390.3543

HELLO@VIALEINSIGHTS.COM

WWW.VIALEINSIGHTS.COM

 viable insights
strategic solutions powered by data



MERCER GROUP ASSOCIATES

Reaching Higher HR Solutions 

131 S. Farms Edge Road
Manor, GA 31550
Cell: (706) 983-9326

To: Scott Somers, CEO, Green Valley Recreation

From: Lisa Ward, Mercer Group Associates

RE: Proposal for HR Services – Professional

Date: January 13, 2022

Thank you for allowing Reaching Higher HR Solutions dba Mercer Group Associates to provide a proposal to assist the Board of Directors of Green Valley Recreation, Inc. - GVR with an employee engagement survey, review of existing CEO performance appraisal, and the board's performance appraisal of CEO. Organizational surveys/reviews and performance appraisals are very important processes that will impact the entire workforce, therefore the best consultant should be selected as your partner for this project. Mercer Group Associates will provide a quality process by partnering with GVR to understand and embrace the organization's vision, mission and values.

Mercer Group Associates has extensive experience conducting national consulting work in the areas of: executive level search, total compensation review and analysis, training, executive coaching, employee engagement surveys and performance management system review and development. The team specifically assigned to your project, William Stipp, Lisa Ward, and Catherine Bennett are former business practitioners themselves with over 20 plus years of experience each, with a knowledge base that will be beneficial to the GVR during this process. The proposed Professional Services Agreement and Scope of Services for your project is shown below as Attachment "A". The attachment details our proposed Work Plan, Timeline for Completion, and Fees for Service. We look forward to working with GVR on this important project. If you have any questions concerning our proposal, please give me a call at 706-983-9326 or email me at lisaward912@gmail.com

Sincerely,

Lisa A. Ward

Attachment "A"

PROFESSIONAL SERVICES AGREEMENT

This AGREEMENT, made as of this _____ day of _____, _____, by and between Reaching Higher HR Solutions dba Mercer Group Associates and Green Valley Recreation, Inc., a corporation of the State of Arizona.

WITNESSETH:

WHEREAS, the (hereinafter referred to as "GVR") has made a request for a final proposal from, Reaching Higher HR Solutions, dba Mercer Group Associates (hereinafter referred to as "Mercer") to assist the organization in conducting an anonymous employee engagement survey, review of existing documentation, prepare and conduct up to 20 interviews and prepare findings and recommendations (hereinafter referred to as "Project"); and

WHEREAS, GVR, Inc. selected Mercer's proposal as the proposal that best meets its needs and the organization desires to hire Mercer to perform the project; and

WHEREAS, Mercer desires to provide professional assistance to GVR, Inc. as it undertakes its responsibility of distributing and analyzation of employee engagement survey responses, Review and Revise Existing CEO performance appraisal form and process and put in place an on-going "on-call" consultations with the BOD.

NOW THEREFORE, in consideration of the following mutual covenants and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged by all parties hereto, Mercer and the GVR hereby agree as follows:

1. Mercer agrees to work with GVR, Inc., to conduct an effective review of the current performance appraisal form and process, manage the appraisal of responses from the employee engagement survey process for in accordance with the Scope of Services outlined and attached (Appendix "A") and made a part of this agreement.
2. The GVR agrees to compensate Mercer for its services with a base fee of \$15,000 (Fifteen thousand dollars). GVR, Inc., also agrees to reimburse Mercer for direct expenses incurred such as consultant travel/lodging, report preparation and printing and other reasonable incidentals. Cost for direct expenses will not exceed \$4,900 (four thousand nine hundred dollars) without written approval of the GVR, Inc. GVR agrees to pay one-half of the base fee (\$7500) at the time notice to proceed is given to Mercer; the remainder (\$7500) when Mercer provides employee engagement survey results and appraisal information is provided to the GVR Inc. All payments for agreed upon services shall be due and payable upon the submittal of an invoice by Mercer describing services completed.
3. GVR, Inc., and Mercer both agree that this Agreement shall be governed by the laws of the States of Georgia and Arizona.

4. GVR, Inc., and Mercer agree that Mercer is an independent contractor to GVR Inc., and Mercer acknowledges that it will not be the recipient of any benefits granted to employees by the GVR, Inc.
5. Mercer confirms that the firm presently is a member of the E-Verify program and will apply the E-Verify process during the entire duration of this contract to ensure the firm does not employ or subcontract with persons who are illegal aliens or who otherwise cannot legally work in the United States.
6. Mercer confirms is an equal opportunity employer and assures equal opportunity based on ability and fitness for all employees, contractors, and applicants regardless of race, color, religion, sex or sexual orientation, age, marital or veteran's status, national origin, or the presence of any sensory, mental, or physical disability. Mercer's equal employment policy is disseminated to all applicants, employees, and contractors. The intent of this policy applies to internal operations, recruitment, and consulting activities conducted by the firm.
7. GVR and Mercer both agree that in the event any dispute arises between the parties, the complaining party shall promptly notify the other of the dispute in writing. Each party shall respond to the other party in writing within ten (10) working days of the receipt of such notice.
8. GVR and Mercer both agree that any amendments to this Agreement shall be made in writing and executed by both parties. No proposed amendment which is not in writing and executed by both parties shall affect the terms of this agreement.
9. The parties shall have the right at either party's convenience to terminate this Agreement following ten (10) days written notice to the affected party. Should either party terminate this agreement, the City shall only be obligated to pay Mercer for those services rendered as of the date of termination.

Ca, LLC.
dba Mercer Group Associates
Lisa Ward

Green Valley Recreation, Inc.

BY: _____

(Name and Title)

Attest: _____

Scope of Services: GVR

PROJECT TEAM

The following Mercer team members will be responsible for assisting GVR with development and execution of an Employee Engagement Survey for all employees, review documentation, prepare and conduct up to 25 employee interviews, and prepare findings and recommendations to share with the BOD and CEO.

Mercer Group Project Team:

We are proposing to staff this project with our most experienced management consultants. No sub-consultants or contractors will be used. Our consultants will be involved in each phase of the project.

Lisa Ward is a Senior Consultant and will serve as the Project Manager for this search. Ms. Ward has 30 years of combined government and human resources experience. She worked for many years at the Director level in various Human Resources functions of local government. Prior to becoming a member of the Mercer team, Ms. Ward was responsible for developing, implementing, and administering programs and policies for the nation's second largest Electric Membership Corporation (EMC). Ms. Ward managed all employee compensation and benefits administration, recruiting and retention strategies, as well as employee performance management, and employee engagement survey review and development. She has been responsible for self-funded insurance programs including, health, dental, short-term disability, general liability, and worker's compensation, managing millions of dollars annually.

Ms. Ward retired June 1, 2008, as an officer from the United States Air Force with 23 years of active and reserve military service. During her military career she served in three branches of the armed forces: Navy, Army and Air Force which provided her an in-depth understanding of the importance of diversity, confidentiality, and leadership development.

Ms. Ward has a Master of Public Administration (MPA) from the University of North Florida in Jacksonville, Florida, and a Bachelors in Psychology from the University of Nebraska. In July 2016, Lisa attended the Senior Executive Institute (SEI) at the University of Virginia focusing on high performing organizations. She is a Human Resources professional and holds her PHR and SHRM-CP certifications. Ms. Ward served as the President of the Athens- Area Society for Human Resources Management (AASHRM) from 2016-2018 and recently served on the ICMA Veteran's Task Force. She serves as a volunteer Guardian Ad Litem in her community advocating for children in need for the local court system.

Senior Consultant Bill Stipp, MPA is President of Leading-Edge Consulting Group. He has over 20 years of executive level municipal government experience. He has served on national and state committees including the Massachusetts Joint Labor Management Commission. He currently is in his third term as a city council member in a rapidly growing suburb of Phoenix AZ. with an annual budget of \$514 million. These experiences provide him an excellent perspective on the challenges and opportunities of being an elected official in addition to seeing city operations from both the staff and the policy perspectives. Bill completed an interim position as Administrator for a Special Taxing District in Arizona overseeing a \$10 million budget and 120 employees. This “turn-a-round” assignment was necessary to close an 8.5% budget shortfall, restore strong management practices and improve governance relations. In addition to strategic planning, Bill also is an organizational assessment Senior Consultant with the Mercer Group Associates studying organizational and operational effectiveness. Bill holds a master’s degree in Public Administration from Grand Canyon University and has published national articles on budgeting, teamwork, municipal operations, conflict management and change management.

Catherine C Bennett is an Associate with Mercer Group Associates and will serve as Project Coordinator for this project. She is an Organizational and Training and Development Manager with over twenty-five years of experience in Organizational Development and Performance Improvement specializing in Executive Leadership, Management and Supervisory Training and Employee Development. Catherine has strong Leadership Development and Executive Coaching skills. Ms. Bennett has expertise in the public sector, state and local government and publicly funded higher education. Ms. Bennett has extensive experience in building the potential and knowledge of diverse work forces to inspire a more powerful public good. She works collaboratively in teams and independently. Catherine has conducted and coordinated needs assessments and training solutions for 1,700 employees. She developed, identified, implemented, and retained Innovation development programming for organizationally identified "High Potential" employees. These programs serve as a talent pipeline for organizational Succession Planning. Ms. Bennett is the Co-inventor of GOV360™, a governmental management multi-rater assessment instrument measuring leadership competency developed through a collaborative effort between the Carl Vinson Institute of Government and the University of Georgia Psychology Department.

Ms. Bennett has a strong background in supervising staff and developing organizational Strategic Planning goals and objectives. For eight years, she developed, coordinated, and executed multiple high-profile Projects specifically for the Manager’s Office. She has developed and conducted needs assessments, customized, and developed for the unique programming needs of the client. She has served as an outside facilitator of strategic planning retreats. Additional responsibilities included Executive Coaching using the GOV360®, Myers-Brigg and other assessment tools. She earned a Master of Education from the University of Lynchburg and a Bachelor of Science from Michigan State University.

WORK PLAN

Pursuant to discussion with Scott Somers, CEO and a GVR board member, regarding the request for proposals to perform a “Employee survey” to determine how the employees view the organization.” components would include three major areas: 1) Development of 20 multiple choice statements and four open-ended statements. All results will be broken out by tenure and departments. 2) Review existing documentation on organizational governance structures, strategy, goals, work plan and performance metrics. 3) Prepare and conduct interviews including the employee base and an additional 25 individually selected elected officials, senior staff. Development and collection of data for an Employee Engagement Survey. The conclusion of the work will be preparation of findings and recommendations to the BOD and CEO.

The following Scope of services will be provided:

- 1. Development of 20 multiple choice statements and four open-ended statements for the employee survey.**
 - Design and distribute a 20 multiple choice questionnaire for approximately 94 F/T and 37 P/T positions within GVR. Identify like agencies /organizations using this research to formulate survey questions. Research from the Society of Human Resource Management will be utilized to establish methodologies, considering the structure, size and services offered, other relevant characteristics.
 - Make a recommendation to GVR with detailed information. All results will be broken out by tenure and department concerning each position identified based on the analysis performed.
 - Analyze the cost of implementation of the recommendations identified above.
- 2. Review and rewrite existing documentation on organizational governance structures, strategy, goals, work plans, and staff surveys. Review previous performance evaluations of the CEO.**
 - Review existing work plan documentation
 - Gain and overall understanding of the focus and direction of the organization
 - Make recommendations for changes to the CEO evaluation process to improve the current leadership of the organization.
 - Review and rewrite existing documentation on organizational governance structures, strategy, goals, work plan and performance metric
- 3. Prepare and Conduct Employee Engagement Interviews:**
 - Develop, interview protocols that will identify strengths, weaknesses, and

opportunities for areas for improvement as it relates to current leadership of the organization.

- Conduct a limited number of interviews with selected elected officials and senior staff that have regular, direct contact with the CEO.

4. Prepare a written report with aggregate information identified in the individual surveys.

- Prepare Findings and Recommendations
- Analyze the interview data to identify strengths and gaps in leadership effectiveness
- Develop recommendations for addressing any identified gaps of opportunities for improvements
- Compile all into a concise report to share with the Board of Directors and CEO

Mercer’s work plan will be interactive with GVR throughout the entire project. Mercer will conduct Zoom meetings during the employee engagement survey (both anonymous and up to 25 selected elected officials, senior staff that have regular direct contact with CEO, review, and employee engagement survey preparation, as well as employee interview process and will be onsite (as Covid restrictions permit) for various meetings as agreed upon with Mercer and GVR.

COMMITMENTS AND GUARANTEES

Mercer commits to allow GVR to properly handle all media inquiries. Unless otherwise directed, it is our standard practice to advise all media that we are working on behalf of GVR and that any public statements should come directly from the CEO’s Office. We will maintain confidentiality of information and recommend that the GVR do the same to the degree possible under Arizona law. Mercer will suggest actions and timelines for actions by the GVR that we believe will ensure that the GVR always remains in compliance with Arizona open record and/or open meeting requirements; however, all final decisions of compliance rest with VCR as advised by the organizational Attorney.

Mercer will provide the GVR with timely status reports of the progress of the project. These email updates will include status of the steps being taken to meet the stated timeline, and a summary of expenses incurred to date. Mercer will coordinate all our needed support from the CEO’s office unless otherwise directed, for such items as arranging interviews, providing public documents, gathering other information for the project and processing Mercer invoices for payment of services.

PROJECT TIMELINE

Mercer will focus its resources and efforts with a goal of having the project completed within 50 days from the date we receive approval to start the project (GVR agrees to be responsive to the requests of Mercer to stay on schedule, if information or individuals are not made available to Mercer the timeline may be adjusted). The Work Plan items noted above, and associated days needed to complete the critical elements of the process.

Upon receipt of Notice to Proceed from the City, Mercer will develop a work calendar of events that will identify specific dates to complete the project on schedule. The work calendar will remain flexible throughout the search process to meet the needs of the City and to reduce the number of days needed to complete the process if possible. Upon approval of this proposal, Mercer is prepared to negotiate a specific start date that meets the needs of the City and considers other Mercer commitments already in place

Interview CEO and Executive Board members regarding project expectations:	2 days
Development of electronic survey instrument/analysis	5 days
Organizational beta test	5 days
Up to 25 selected interviews and General Employee survey/deployment:	10 days
Synthesis of all data Employee engagement survey and available of results	14 days
Analysis/synthesis of internal data to identify strengths, gaps/opportunity for improvement	7 days
Final report findings and recommendations and final presentation of data days	7
Total Project	50 days

Add on Services available by Mercer Group:

Additional on-Call Consulting: Executive coaching growth areas/enhancement of skills

Executive coaching preparing for success (Each one-hour session on selected topics is billed at \$200 per 60-minute session.)

Sample session topics: A professional development plan can be developed by CEO from data feedback : i.e.:

1. 30-60-90-day action plan
2. Perception of level of supervisory/leadership satisfaction
3. 6-12-month plans
4. Discussion of workplace challenges
5. Understanding business culture
6. How does the new organization do business, customers served?
7. Tools for a successful leadership transition

Benefits of Self-Assessing

- Identify successes and opportunities for improvement
- Jump-start a change initiative
- Energize improvement initiatives
- Energize the workforce
- Focus your organization on common goals
- Assess performance against the competition
- Align resources with strategic objectives

References

Town of Bluffton, South Carolina

Project Description: Facilitated a complete overhaul of their existing Strategic Plan, Mission and Vision Statements and financial/budget priorities. Involved meetings with Mayor and Council, Town Manager and Executive Team members. A workshop was conducted with Mayor and Council, Town Manager and Executive Team for finalizing the strategic plan and budget priorities. We worked with the Town in 2016, 2018 and are currently working with them in 2020 to update their plan.

References: City Manager Marc Orlando

Phone: (843) 706-4511

E-Mail: morlando@townofbluffton.com

City of Avondale, Arizona

Project Description: Facilitated the development of assigning new strategic planning projects and budget priorities. Led meetings with City Council, City Manager and Executive team members to generate a list of projects and priorities. An innovative Mayor and Council facilitated group roundtable was conducted for finalizing the strategic plan projects and budget priorities.

Reference: Assistant City Manager Gina Ramos Montes

Phone: (623) 333-1012

E-mail: gmontes@avondale.org

City of East Point, Georgia

Project Description: Revised their current strategic plan that was focused too much on vision and strategy and not executing projects. The new strategic plan was linked to their budget, staff annual work plans, performance measures and Mayor and City Council agenda process.

Developing the strategic plan involved meetings with the Mayor and Council, City Manager and Executive Team members. We worked with the city in 2017 and are currently working with them in 2020 to update their plan.

City Manager Fred Gardiner

Phone: (678)-739-8557

E-Mail: fgardiner@eastpointcity.org



REVOLUTIONARY HR CONSULTING
Aligning HR Systems with Business Strategies

**Green Valley Recreation, Inc.
RFP Response and Proposed Scope of Work
January 14, 2022**

Overview

Green Valley Recreation, Inc. (GVR) is seeking a management assessment of the leadership, organizational structure, culture and operations of the organization and recommendations for enhancing the leadership of it. The purpose of the review is to identify the gaps, necessary actions and interventions that will provide the CEO and Board of Directors with the information, feedback, and insights needed to effectively improve the leadership, culture, structure, and communications within the organization.

This document outlines the Revolutionary HR Consulting approach to completing the work described above to meet the needs of GVR.

About Us

Revolutionary HR Consulting (RHRC) is an Arizona based firm with national reach and expertise in all functional areas of leadership, human resources, and talent management. Partnering with companies of all sizes and industry, RHRC helps to strengthen organizations' ability to align people, structure, and process in a sustainable way. As a result, businesses gain a competitive advantage in both the industry landscape and employment marketplace by creating the systems and curating the culture that are crucial to building and maintaining the workforce needed today and in the future.

RHRC's approach to delivering services and building high performance environments is grounded in the understanding that culture and talent management are foundational elements of any organizational strategy; and that an engaged workforce is an essential, critical aspect of the business framework. This business framework must be grounded in operational and leadership excellence, service delivery, innovation, and quality.

RHRC cares about people; about business; and about the community, which are all inextricably linked. The employment atmosphere has direct impact on people's lives both within and outside of work. The RHRC philosophy is predicated on the closely held belief that talent management practices influence the culture and overall employment experience; and that businesses - through policies, practices, organizational structures, and culture can positively affect the lives of employees, clients, stakeholders, and the communities in which they live and work.

Combined, the talented staff at RHRC possess over a century of HR/talent management and business expertise with proven successes in all areas of HR practice, DEI, organizational development, leadership excellence, employee development, business process improvement, strategic communications, relationship management and organizational renewal.

RHRC has helped many clients over the years ranging in size from large (20,000 + employees) to small (under 100 employees) across all industries in both private and public sector environments and geographic locations. RHRC offers a range of boutique-style services in support of businesses enhancing their ability to function most successfully. In addition to providing consultative guidance and coaching to countless executives, governing boards, and councils of appointed and elected officials, RHRC has created

performance management systems for executives, leaders at all levels, and individual contributors. This includes the design, implementation, technology, and rewards/incentives to support these systems.

Administering a variety of employee engagement, climate, and pulse surveys for clients is also one of the many services RHRC offers from the design of the survey, through implementation, to analyzing, interpreting, and presenting the data.

All RHRC team members are adept at navigating complex environments gaining traction where progress can be difficult to achieve. Prior to launching Revolutionary HR Consulting, CEO LaCoya Shelton spent most of her over 20-year career in the c-suite running large, complex HR systems and organizations. She served as Vice Chancellor for Human Resources with the largest community colleges district in the nation for many years. Her previous roles include Chief HR Officer overseeing the full delivery of HR services for 70 Arizona state agencies, boards, and commissions; and overseeing HR/talent management for healthcare entities, and a number of private sector organizations.

LaCoya and other RHRC staff also serve as expert HR witnesses providing expert HR opinions in a variety of legal matters involving employment given their backgrounds and expertise in the field. LaCoya teaches HR management and leadership helping to prepare HR practitioners for professional certification in human resources, serves on the City of Surprise Personnel Board and is a member of the Conscious Capitalism Arizona Chapter leadership team.

Quality and client satisfaction guide the RHRC work. The company uses design thinking to help keep the user experience at the forefront of recommendations and projects. RHRC staff remain available to support clients throughout the course of an engagement and beyond should any questions or need for further support arise. RHRC ensures that clients are well equipped to sustain any improvements implemented seeking to make sure clients are not left “consultant-dependent”.

Investment

RHRC’s investment structure is based upon completed milestones. This provides clients with added flexibility in overall management and timing as the milestones serve as built in touchpoints and quality assurance checks to ensure alignment prior to moving to the next stage of deliverables. The milestones are identified in the project plan and timeline prior to kickoff.

Management/Leadership Assessment

Timeline: To be determined. Timeline document with specifics provided after project kickoff.

Investment amount: \$60,000

Description

Conduct a management review of the leadership, organizational structure, culture and operations of Green Valley Recreation, Inc., and make recommendations for enhancing the leadership of the organization.

Methodology

RHRC will first seek to determine the existing state through a variety of means listed below. This current state analysis also involves understanding organizational objectives, priorities, and strategic commitments.

- ⌘ Data and document review.
- ⌘ Examination of systems and key business processes.
- ⌘ Questionnaires, surveys.
- ⌘ Interviews (individual, small group).

Findings from the current state analysis are compared to the desired state/outcomes identified by the organization thus revealing gaps and helping to craft the pathway forward. Findings will 1) provide critical management/leadership effectiveness insights; 2) inform decisions regarding action items, priorities, practices, and resources; and 3) support the ability to successfully focus long and short-term efforts where they matter most.

Management Assessment Areas of Focus*

- ⌘ Vision and Connectivity to Organizational Priorities.
- ⌘ Planning and Policy.
- ⌘ Organizational Culture.
- ⌘ Employee Engagement.
- ⌘ Governance.
- ⌘ Communications and Stakeholder Management.
- ⌘ Performance Expectations, Accountabilities, and Systems.
- ⌘ Leadership Roles, Responsibilities, and Behaviors.

**Management Assessment Areas of Focus are customizable based on client need and may be adjusted prior to the project kickoff.*

Process

To complete the pieces of work outlined in this proposal, RHRC will gather necessary data using a combination of approaches resulting in minimal disruption to business operations. This includes document review, process/procedure review and focused question and answer time with select staff. The project sponsor or his/her designee will be notified prior to this area of work beginning. A project plan timeline for review and approval will also be provided prior to commencing work.

Deliverable

Completed management/leadership effectiveness assessment and a comprehensive report of findings and recommendations based on those findings. The assessment report will be organized into several different domains based on the management assessment areas of focus. Recommendations are based on actual findings and supported by data regarding the leading, most effective forms of leadership/management practices and structures. Recommendations will serve as a roadmap helping to chart the pathway forward and contain resource considerations where applicable, anticipated obstacles and timeline considerations. RHRC will present this report or an executive presentation of it to the appropriate leadership team and/or stakeholder groups at GVR's discretion.

Employee Engagement Survey

Timeline: To be determined. Timeline document with specifics provided prior to project kickoff.

Investment amount: \$21,500

Description

Conduct an anonymous survey of employees to gather information to assist the CEO and the Board of Directors in guiding the organization and to learn more about how employees view the organization.

Methodology

The RHRC engagement survey is custom designed to meet the unique needs of each client. Three main areas (engagement, commitment, and satisfaction) are assessed via the multiple-choice and open-ended questions that seek employee input. Survey questions solicit employee views from several different perspectives including individual, supervisor, team, department, and organization. Survey participants will respond to each multiple-choice question on a scale ranging from *Strongly Agree* to *Strongly Disagree*.

Surveys are electronically delivered to each employee's email; and are mobile device friendly. English and Spanish versions are included.

Typical demographic data collected from survey participants include department, job role, and tenure. Additional demographic data may be collected upon request. Too much demographic information is not recommended in order to preserve the integrity of anonymity. Smaller departments (i.e., of less than five individuals) are combined with other departments.

Survey responses are completely anonymous. All responses are submitted electronically and received by/viewable only by RHRC staff.

Survey Questions

RHRC offers a question bank from which our clients may select from over 100 multiple-choice questions. Questions can be modified or fully customized. Open-ended questions are custom-designed for each client survey. A minimum of two and maximum of four open-ended questions is recommended.

All questions seek input from respondents regarding individual perceptions, perspectives about work group/team or unit, supervision, leadership, and the overall organization.

Timeline

The survey window will generally remain open for a minimum of two weeks to allow sufficient time for employees to participate. This window can be extended upon request or due to low participation.

A detailed survey timeline will be provided to the client for approval prior to commencing work.

Support

Employees will have access to a dedicated RHRC staff member to answer questions or assist with technical difficulties throughout the survey window. RHRC, at the client's request, will also develop FAQs for employees to access online or via email.

Communications

RHRC will lead the design of the survey launch and communications campaign. This is critically important in all survey environments particularly in those where there is low trust, morale, or where employee surveys have not historically been administered. RHRC will partner with leadership to brand the survey and create a launch campaign that is designed to engage employees and increase the likelihood of participation.

RHRC will draft all survey communications for client. This includes:

- ⌘ Initial introduction.
- ⌘ Description, and purpose of the survey.
- ⌘ Reminders leading up to launch.
- ⌘ Survey launch announcement.
- ⌘ Prompters throughout the survey window to complete.
- ⌘ Survey close announcement to include next steps and what to expect.
- ⌘ Email announcement to staff regarding/sharing survey results.

Analysis

Response data will be analyzed in a variety of ways and prepared for executive presentation. Raw data will be maintained exclusively by RHRC and can be provided to the project sponsor or designee upon request.

Analysis/presentation of data includes*:

- ⌘ Participation detail, broken down by leader, individual contributor, tenure, department, organization (for example) *.
- ⌘ The spread of possible responses ranging from *Strongly Agree/Agree/Neither Agree nor Disagree (Neutral)/Disagree/Strongly Disagree*.
- ⌘ Response percentages are grouped as favorable, neutral, and unfavorable and represent the specific responses provided.
 - Favorable = Strongly Agree & Agree
 - Unfavorable = Disagree & Strongly Disagree
 - Neutral = Neither Agree nor Disagree
- ⌘ Response percentages are provided by question, question category, demographic data (i.e., job role, tenure).
- ⌘ Identification of the three to five questions yielding the highest (favorable) and lowest favorable (highest unfavorable) response percentages overall and in each of the categories listed above.
- ⌘ Analysis of comments and identification of comment themes.
- ⌘ Key findings.
- ⌘ Areas of concern, red flags that may require immediate attention or action.

**Analysis of data is contingent upon demographic data provided.*

Presentation of Results

A full report of results will be presented as an executive briefing to client.

Management action planning is strongly recommended following the close of the survey in order to ensure that the feedback employees have provided is validated and acted upon. This is particularly important in establishing trust in the process and reassuring employees that their voices matter; and that

their participation was time well spent. Additionally, the results of the action planning will serve as a mechanism by which to measure progress and hold individuals and the organization accountable. RHRC can facilitate management action planning at the close of the survey and upon request. Note that facilitated action planning is not included in this current scope of work.

ADDENDUM
Performance Appraisal and On-call Consulting

Performance Appraisal

Timeline: Completed by March 1, 2022

Investment Amount: \$24,000

Description

Review previous performance evaluations of the CEO. Review existing CEO Performance Appraisal Form and process and recommend changes. Manage Board's Performance Appraisal of CEO by collecting and tabulating responses, providing report to Directors, meeting with Directors to discuss results and any actions.

Performance evaluation programs serve several important organizational functions. The most effective performance appraisals involve several core processes, which are performance planning and goal setting, performance reviews, and rewards/incentives/performance improvement plans.

RHRC has extensive experience in designing, implementing, and evaluating performance evaluation systems for all levels of employees and with particular expertise in executive performance management and Board (or Council) / CEO relations. In reviewing the existing process and making recommendations for modifications, RHRC will examine:

§ **Performance Planning and Goal Setting**

- § Review most recent performance plan and previously completed CEO evaluation.
- § Review key aspects of existing performance management rules/policy/process requirements.
- § Performance planning for future (next evaluation period), which includes establishing the measures for the next review cycle.
- § Partnering effectively with the CEO in goal setting and establishing realistic measures.
- § Cascading goals throughout the organization.
- § Extraneous factors impacting performance.

§ **Evaluation Measures (what to evaluate or what is being evaluated)**

- § Evaluating behaviors and outcomes.
- § Why the job description matters and review of existing CEO job description.
- § Assigning ratings.

§ **Evaluation best practices**

- Defining performance
- Performance evaluator key considerations.
- Common errors to be aware of and avoid or address if occurring.
 - Biases.
 - Rating errors (i.e., deficiencies, contamination).

§ **Performance Feedback**

- Communicating expectations effectively.
- Providing feedback.
- Actionable items and follow up.
- Rewards and incentives.
- Performance improvement plans.

RHRC will update all related performance documents as needed based on adopted modifications, provide support to evaluators in real-time and on-demand (including up to two one-hour facilitated trainings), one-on-one support, and score/comment tracking, recording and tabulation.

On-call Consulting

Timeline: Ongoing, as needed

Investment Amount: \$300/hour

Description

As needed consultative guidance and support for Board Members or CEO regarding:

- ⌘ CEO-Board relations.
- ⌘ Performance appraisals.
- ⌘ Workforce management, employee relations.
- ⌘ Other day to day workforce related issues that may arise and require expertise.

Thank you for your interest in doing business with Revolutionary HR Consulting. We look forward to partnering with you on this important work.



Green Valley Recreation, Inc.
Board of Directors Work Session
Review CPM Parts 1 - 4

Prepared By: Nanci Moyo, Administrative Supervisor	Meeting Date: January 19, 2022
Presented By: Nina Campfield	Consent Agenda: No

<p>Originating Committee / Department: Board Affairs Committee</p>
<p>Action Requested: Review CPM Parts 1 – 4.</p>
<p>Strategic Plan Goal: GOAL 5: Provide sound, effective governance and leadership for the corporation</p>
<p>Background Justification: Legal Counsel has reviewed Parts 1 – 4 of the CPM and the Board Affairs Committee approved the changes at the January 11, 2022, meeting.</p>
<p>Attachments: CPM Part 1 Membership and Facilities CPM Part 2 Board of Directors CPM Part 3 Committees CPM Part 4 CEO</p>

PART 1 MEMBERSHIP AND FACILITIES

SECTION 1 - DUES AND FEES

1.1.1 General

Annual dues and fees shall be established each year by the approval of a majority of Directors in office, provided that should the Board fail to establish the amount of a particular fee, it shall remain unchanged from the previous year.

1.1.2 Annual Dues

1. The Board shall establish membership dues for each fiscal year on or before December 10. In establishing annual dues, the Fiscal Affairs Committee and the Board of Directors shall use the following formula as a starting point. The sum of 50% of the CPI (W) percentage increase/decrease through September of the current year and 50% of the Social Security percentage increase/decrease for the current year. To the extent permitted by law, the Committee and Board may deviate from this formula in establishing the dues after taking into consideration all relevant factors including, but not limited to, projected operating costs, maintenance projects, and appropriate reserves. These dues are payable on or before January 1 of that same fiscal year.
2. Upon the initial purchase of a property in a deed-restricted subdivision, the annual dues shall be prorated as of the date of closing. When an owner of property in a subdivision which is not master deed restricted subjects his property to a GVR deed restriction, the annual dues shall be prorated as of the date the property is made subject to the voluntary deed restriction.
3. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.

1.1.3 Annual Dues Installment Payment Plan

1. Payment plans are available to Members who prefer to pay annual dues in monthly installments rather than in one lump sum, subject to the limitation in (3) below.
2. The fees for setup and administrative costs associated with a payment plan will be established by the Board.

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3. A GVR property must be owner-occupied in order to qualify for a payment plan.
4. The past and current month's payments will be charged and must be paid at the time the plan is set up.
5. If a member requests a payment plan, his/her account may be subject to all applicable finance charges.
6. Members will only be able to use the payment plan with an Automatic Clearing House (ACH) Debit.
7. At the time of the request, future finance charges will stop unless the member defaults on payments. If the account is defaulted, all past applicable finance charges that would have been charged will become due.
8. Members may continue to use GVR facilities and attend programs if they are current with their payments.

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1.1.4 Due Date and Effect of Nonpayment of Annual Dues.

1. Annual dues are due and payable on or before January 1st.
2. Any dues, fees, or assessments that are not paid in full ten (10) days after their due dates shall be deemed delinquent and subject to a late fee as determined by the Board.
3. If a member's account remains delinquent as of May 1, the account will be referred to counsel for collection, including, but not limited to, the recording of a notice of lien against the member's property and the initiation of legal proceedings against the delinquent member and/or his property. Collection costs, including, but not limited to, attorney's fees and court costs, shall be the responsibility of the delinquent members.
4. A member who has entered into an approved payment plan with GVR and is in compliance with the terms thereof shall not be considered delinquent.

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1.1.5 Initial Fees

1. The Initial Fee may be adjusted annually by the Board based on the Department of Labor CPI (Consumer Price Index), "all items, Western Urban Region," rounded to the nearest dollar amount.
2. The initial fee applies upon the sale of a deed-restricted GVR property from a developer to a third party or upon an owner electing to voluntarily deed-restrict property for GVR membership.
3. An owner paying an Initial Fee shall be exempt from paying the Membership Change Fee on that property.
4. A portion of the revenue from Initial Fees is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.

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1.1.6 Membership Change Fee

1. Upon transfer of title of a GVR membership property, the new owner shall pay a Membership Change Fee.
2. The Membership Change Fee shall be refunded if the new owner was a GVR member within 365 days prior to the transfer of title and owns no other GVR property.
3. Revenue from the Membership Change Fees may be used as will most effectively further the general purpose of the Corporation to provide for current and future needs. A portion of the revenue from Membership Change Fee is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.
4. The Membership Change Fee does not apply to the transfer of title for estate purposes (e.g., into a trust).

1.1.7 Other Fees

A fee for service is payment for the work involved in an operation that benefits individual members, as distinct from the entire membership.

1. The Board has established fees for services:
 - a) **Disclosure Fees:** There shall be a charge for the processing of disclosure documents upon the transfer of title of a membership property.
 - b) **Tenant Fees:** Upon application, tenant cards shall be issued to a person leasing GVR membership property. There will be a charge for a tenant card.
2. The authority to establish and modify operational fees is delegated to GVR Administration as part of the ongoing day-to-day management of the organization. Such fees fall in the following broad categories.
 - a) **Programmatic Fees:** These fees are established to provide cost recovery of direct expenses related to entertainment, participation, and instructional programs.
 - b) **Facility Fees:** These fees are established to provide cost recovery related exclusively to the use of facility space and/or equipment by outside groups and member usage beyond the basic services of GVR. Such fees include, but are not limited to, reservation fees, time incremental facility usage fees, equipment fees, custodial and technician fees, catering. Damage deposits are required.
 - c) **Administrative Fees:** These fees are established to provide cost recovery for miscellaneous services provided to members and outside parties. Such fees include but are not limited to, photocopying, facsimile, computer, facility keys, card replacement and publications.

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When acquiring one or more additional GVR membership properties,

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- d) **Processing Fees:** These fees are established to provide cost recovery for labor and overhead generated through business transaction to members and outside parties. Such fees will be attached to all transactional business including, but not limited to, member dues, programs, instructional courses, and rentals.

1.1.8 Member Payment Transactions

1. Member payment transactions are subject to a processing fee.
2. Forms of payment accepted include:
 - a) Legal tender (Cash)
 - b) Checks payable to Green Valley Recreation in U.S. dollars.
 - c) Money orders or cashier's checks
 - d) Traveler's checks
 - e) Credit or debit cards
 - Visa
 - Master Card
 - Discover Card
 - American Express
 - f) Automatic Clearing House (ACH) Debit

SECTION 2 - USE OF GVR FACILITIES

1.2.1 Identification Cards

It is the policy of GVR that each authorized user of GVR facilities be issued a GVR identification card as set forth herein.

1. A GVR identification card shall be issued to each GVR member, each Assigned Member, each CRCF user and each Life Care user.
2. A spouse of a GVR member shall be issued a GVR membership identification card unless the spouse has disclaimed interest in the property.
3. If a GVR property is held in a trust, each trustee shall be issued a GVR identification card unless the trust specifies otherwise.
4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR identification card shall be issued to up to two (2) officers or managing partners.
5. Additional Card Holder:
 - a) Complimentary Cardholder ID: GVR identification shall be issued at no fee for one (1) individual residing with a sole owner GVR member or sole Assigned Member upon proof of residency.
 - b) Complimentary Guest ID: a single only annual guest card shall be issued to sole-owner GVR members for no fee where there is no other person residing with the GVR member.

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- c) Additional cardholder: for a fee, established by the Board of Directors, GVR identification shall be issued to other individuals upon proof of residency.

1.2.2. Guest Policy

- GVR Members, Assigned Members, Life Care Members and CRCF residents may purchase one (1) annual quest card which allows for an unlimited number of guests and guest visits. Annual quest cards are valid through the end of the calendar year and fees are not prorated. No more than one (1) Annual quest card may be purchased by a GVR Member regardless of the number of properties owned and may not be purchased for tenant-occupied properties.
- GVR Members, Assigned Members, Life Care Members, and CRCF residents may purchase daily quest cards which allow for an unlimited number of guests on a specific day.
- Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use the same Annual Guest Card.
- Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
- Replacement of a lost or damaged annual quest card must be obtained at a customer service office for a fee established by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.
- Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
- At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID Card.

1.2.3. Life Care Members

- Life Care Members are former GVR members in good standing who currently reside in a life care facility in the greater Green Valley area and have requested the use of GVR facilities.
- Life Care Members must make annual application for privileges in the Membership Office.
- Life Care Members shall pay an annual non-refundable fee established by the Board, which is pro-rated the first year.

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- 4. A distinctive identification card will be issued by GVR, which will permit the individual to use GVR facilities, register for programs and attend club functions.

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1.2.4 Code of Conduct

It is the policy of Green Valley Recreation, Inc. to treat all people with dignity, respect and equality regardless of age, race, color, ancestry, country of origin, disability, ethnicity, marital status, family status, veteran status, gender, religion, sexual orientation or gender identity.

Deleted: <#>Along with the following limitations, Life Care Users are subject to the same rules and regulations as all GVR Members.¶
Life Care Users are subject to the following:¶
a) May not serve on the Board of Directors or be a member of a Committee of the Board.¶
b) May not vote for any membership issues.¶
c) Life Care Users may purchase guest cards following the same guidelines established for guests of any GVR Member.

1. Users of GVR facilities are required to comply with GVR published rules and regulations.
2. Users are expected to show common courtesy to employees, directors, volunteers and other members and guests.
3. Users shall refrain from using offensive language and behavior.
4. Members are responsible for the conduct of their guests.
5. Violation of the above codes of conduct may result in a member having his/her rights and privileges suspended, as well as those of their guests or tenants.

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SECTION 3 - GVR FACILITIES

1.3.1 General Facilities Rules and Regulations

- A. GVR facilities are established for use and enjoyment of GVR members, eligible guests and visitors who abide by the GVR Member Code of Conduct.
- B. All GVR facility reservations and arrangements shall be made through the central reservation office located at the Administrative Offices. A GVR Facility Reservation Agreement must be completed for all facility reservations and rentals. Any group, entity or individual that is not wholly comprised of GVR members utilizing a GVR facility MUST state their purpose and sign the "Rental Agreement". This MUST be signed by a person or persons authorized to speak for the group, as part of the application process.
- C. All members and guests are required to carry their membership cards or other authorized GVR identification while using GVR facilities. Individuals must produce GVR identification when requested by staff or any staff-authorized volunteer. Members and guests are required to sign-in or swipe their membership card. Clubs and other authorized groups must provide an

Deleted: <#>The use of facilities by nonmembers shall not interfere with the effectiveness of the recreation operation. ¶ Members, guests, and visitors who use GVR facilities and equipment, do so at their own risk, and shall indemnify and hold harmless GVR, its employees and agents.¶

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attendance roster or similar document which lists each person utilizing a GVR facility.

- D. Staff and staff-authorized volunteers are empowered to enforce rules and regulations.
- E. GVR member and nonmember individuals and groups may rent facilities subject to current rules, regulations, and fees. GVR members have priority in facility rentals over nonmembers.
- F. GVR classes may preempt drop-in use of GVR facilities.
- G. Individual members, visitors, guests, and groups using or renting GVR facilities are responsible for maintaining those facilities in a neat and orderly condition.
- H. Printed materials made available to attendees during the meeting/rental period must be removed at the end of the rental period.
- I. Individuals who damage GVR equipment due to improper or careless use are responsible for the repair or replacement of that equipment. Members are responsible for damages caused by their guests.
- J. Special GVR shop/facility rules and regulations must be complied with by individual members, visitors, guests, and groups.
- K. Non-member "Personal Assistants" may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary and may not use GVR facilities for their own personal use.
- L. GVR reserves the right to deny the use of its facilities by members or nonmembers for any of the following reasons as determined in the sole discretion of the CEO:
 - 1. There is a reasonable concern that the individual or group may advocate or promote an activity that is prohibited by local, state or federal law.
 - 2. There is a reasonable concern that the individual or group may advocate discrimination based on sex, age, race, ethnicity, nationality, disability, sexual orientation, gender identity, or religion.
 - 3. There is a reasonable concern that use of facilities by an individual or group could lead to a civil disruption.
 - 4. There is a reasonable concern that the individual or group promotes a position that may be adverse to GVR.
 - 5. There is a reasonable concern about other legal or safety issues.

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GVR facilities will not be used by any member for commercial purposes. Personal sales resulting from hobby pursuits are permitted.¶

Deleted: <#>No alcoholic beverages shall be sold on GVR premises without a valid special sales permit or liquor license. (See Section VIII, Subsection 4 for the complete Liquor Policy.) ¶

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1.3.3 - Use of GVR Facilities

- A. Animals are not permitted in or on GVR property, with the exception of Service animals, unless otherwise authorized by the GVR Chief Executive officer (CEO) to accommodate community events or other special circumstances.
- B. No firearms are allowed on any GVR property or in any GVR facilities except law enforcement or licensed security.
- C. It is the policy of Green Valley Recreation, Inc. to provide and maintain a Drug-Free Environment for its members and employees. As such, Green Valley Recreation, Inc. prohibits the use of illegal drugs on GVR premises.
- D. Pursuant to the Smoke-Free Arizona Act (A.R.S. §36-601.01), GVR prohibits smoking in all indoor facilities and outside areas within 20 feet of all entrances and windows. Smoking is prohibited in pool areas and in all GVR vehicles. Smoking will be allowed in designated outdoor areas only.
- E. GVR prohibits vaping in all non-smoking areas, including in all indoor facilities and areas within 20 feet of all entrances and windows. Vaping is prohibited in pool areas and in all GVR vehicles. Vaping will be allowed in designated outdoor areas and wherever smoking is allowed.
- F. GVR facilities will not be used by any member for commercial purposes with the following exceptions:
 - a) with the prior written approval of GVR administration, a GVR member may temporarily display items for sale at a particular facility if they are intended to assist or benefit those using that facility to participate in the associated/related activity; and
 - b) personal sales resulting from hobby pursuits.It is the responsibility of each individual seller to obtain an Arizona Transaction Privilege Tax License.
- G. LIQUOR POLICY
 - a) The sale of intoxicating beverages is not permitted on GVR premises without a special sales permit or liquor license and appropriate liquor liability policy. Prior to applying for a liquor license, permission must be received from the GVR Chief Executive Officer.
 - b) Members are permitted to bring their own beverages (BYOB) to an activity, if allowed by the host. However, written permission must be obtained from GVR at the time the reservation agreement is signed or prior to the event or activity. No alcohol may be stored in a GVR

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1.3.4 - Political Activities

- A. GVR members may circulate petitions and/or solicit support or opposition of GVR candidates or ballot issues in GVR facility lobby areas, common areas, and parking lots as long as such activities do not interfere with GVR operations or facility reservations or violate fire code regulations as determined by GVR staff.
- B. Surveys, opinion polls and questionnaires related to GVR affairs, and distributed on GVR property, may be circulated by members only after being reviewed by GVR administration for accuracy and suitability.
- C. GVR facility areas may be rented for political party meetings, campaign events, polling places, and informational presentations such as candidate forums or town hall meetings, whether related to GVR elections or outside political causes, subject to space availability.
- D. Advertising or promotional signage for non-GVR elected positions (e.g., public sector election campaigns), including solicitation of support/opposition regarding candidates or ballot issues is NOT permitted on GVR property except as follows: (1) within rented meeting space during the rental period; or (2) in public areas and parking lots of a GVR facility being used as a polling place on election day or as an early voting site during the period of early voting.

1.3.5 - Special Uses

- A. Use of Hobby Shops and Studios
These facilities are monitored by volunteers. When asked, members and guests must show their GVR membership or guest cards to use the facilities. Clubs have the right to restrict use of club facilities to club members only.
- B. Use of Kitchens
GVR kitchens are classified as catering kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrées.
- C. Use of Caterers
Caterers must be registered and approved by GVR in order to work in GVR facilities. Contact the central reservation office located at the Administrative Offices for a current list of approved caterers.
- D. Use of Storage

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General Usage¶

GVR facilities are provided for the use of GVR members and their guests.¶

GVR reserves the right to deny access to GVR facilities by anyone (member or non-member). Reasons for denial of use include, but may not be limited to the following:¶

If there is a reasonable concern that the group may advocate or promote an activity that is prohibited by local, state or federal statute. ¶

It is determined that the group is involved in a discriminatory endeavor.¶

There is a reasonable concern that appearance of the group could lead to a civil disruption.¶

There are other legal or safety concerns.¶

The CEO has the authority and discretion to make all final decisions¶

The Chief Executive Officer may authorize the use of GVR facilities for any GVR sponsored event of community interest.¶

GVR facilities may be used by any group, entity or individual that is not wholly comprised of GVR members, subject to appropriate rental agreements and fees.¶

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1. GVR may provide small storage space, at no cost, to Clubs if space is available.

2. Clubs may provide locks.

3. GVR is not liable for any property lost, damaged or stolen while in storage.

E. Use of Equipment

GVR may provide and maintain furniture and equipment in the facilities for the recreational use of its members.

F. GVR Pool Management Policies

1. GVR offers heated swimming pools and spas for member use.

2. Hours of operation are established and posted by GVR administration.

3. GVR pools shall operate in compliance with Pima County Code Title 8, Chapter 8.322, "Swimming Pool and Spas," and any other applicable Pima County regulations.

4. GVR staff has authority to close a swimming pool or spa if they determine that its operation and use presents danger to individuals.

5. GVR follows the guidelines provided by the National Lightning Safety Institute (NLSI) to determine when to close indoor and outdoor swimming pools, spas and showers due to lightning as a safety precaution. As of August 2014, NLSI guidelines state:

a. Both outdoor and indoor pools and showers will be evacuated before or when lightning gets five miles away.

b. At the first signs of thunder or lightning, all pool and shower activities will be suspended until 30 minutes after the last observed thunder or lightning. (Adopted 08/26/14)

1.3.6 Rentals and Fees

A. The Chief Executive officer will implement a Board-approved fee schedule for rental of GVR facilities. The CEO is authorized to waive facility rental fees in special circumstances, as deemed appropriate.

B. Rental fees for groups composed solely of GVR members shall be waived; however, all individuals and groups (whether member or nonmember) may be charged fees for special computer and technology setups; Internet connections; LED projection; special sound system or lighting requirements, overtime cleanup charges, or labor charges for special setup needs which require additional personnel.

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- C. GVR is interested in supporting community service events, and may rent its facilities on a fee basis for such events whenever it is practical to do so. A community service event is normally sponsored by a non-profit organization or local government agency.
- D. The Chief Executive officer may authorize use of GVR facilities on a complimentary or fee basis for any GVR-sponsored, GVR co-sponsored, or GVR Foundation event or activity. Authorization of GVR Foundation activities are subject to terms of the GVR/GVR Foundation Resource Sharing Agreement (see APPENDIX I – BOARD POLICIES, Subsection 4).
- E. Fees may be charged to recover the cost of any specialized services, events or programs.

SECTION 4 - SUSPENSION OF PRIVILEGES

1.4.1 Suspension for Delinquency

Any GVR Member who has not paid dues, fees or assessments as of the time such payment is due becomes delinquent and shall automatically be declared a 'Member Not in Good Standing.' Any GVR Member Not in Good Standing and his/her Additional Card Holder, Assigned Member and/or Tenants and Guests shall not be entitled to use GVR facilities. The delinquent member shall not hold any office, nor vote in any election. Upon payment of all delinquent dues, penalties, fees, assessments, together with the cost of collection, said member shall be restored to good standing.

1.4.2 Suspension for Conduct

1. Any cardholder who violates the established rules and regulations of GVR is subject to suspension of privileges. Copies of rules and regulations are posted within GVR facilities.
2. The Chief Executive Officer or designee has the authority to determine if a violation is major or minor. The Chief Executive Officer or designee is authorized to immediately deny any individual access to facilities for a period of up to ten (10) days for minor violations, including, but not limited to, failure to provide his/her membership card or other GVR identification card. In the event of a major violation, including but not limited to violation of any law, physical confrontation, verbal abuse, the Chief Executive officer or designee shall have the authority to immediately deny any individual access to facilities until the violation can be investigated.

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GVR Property Rights¶
 GVR legal counsel has affirmed that GVR's Bylaws do not provide members with the unlimited use of its facilities for any and all purposes, and that as a private property owner, 'GVR may deny the use of its facilities'...

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3. Minor Incidents - Upon receipt of a complaint from a GVR member or staff the Chief Executive Officer or designee will investigate the complaint as follows:

- a) Contact the person who filed the complaint.
- b) Contact witnesses or those parties to the incident which resulted in the complaint.
- c) Contact the individual(s) against whom the complaint was filed, either in person or by phone. If direct contact is not available, the contact may be made by email or letter.
- d) The Chief Executive Officer shall then determine if the complaint is valid. If the complaint is determined to be valid, the individual(s) may be subject to counseling, either in person or by letter, or may be subject to suspension of any or all privileges, and/or facilities for a period not to exceed ten (10) calendar days. The decision of the Chief Executive officer is final.

4. Major Incidents - Chief Executive officer or designee shall take immediate action and personally handle the situation as follows:

- a) Contact the President of the Board immediately.
- b) The Chief Executive officer, the President of the Board of Directors and the chairperson for the Board Affairs Committee shall conduct an investigation within two (2) weeks. They shall convene a meeting with the individual and/or a representative against whom the complaint was lodged as well as the complainant, if the individual(s) so desire. During the process, the accusing party has the right to submit verbal or written information subject to rebuttal by the accused and witnesses, if any.
- c) Upon completion of the above, a report on the findings of the investigation, along with recommended actions will be presented to the Board of Directors.

5. The Board of Directors will convene in an Executive Session within two (2) weeks to review the report, discuss the particulars of the incident and decide on the appropriate action. If a majority of Board members then in office determines that a suspension is warranted, the duration and nature of the suspension must be determined. The suspension may apply to the use of all GVR facilities or select facilities.

- a) The original suspension determined by the Chief Executive officer shall be extended until this process has been accomplished.
- b) If the Board decides to continue the suspension, the Chief Executive officer shall send the individual and/or representative a written "Notice of Suspension" within 48 hours of the Board's

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decision. The "Notice of Suspension" shall include the details of the suspension, as well as the appeal procedure.

- c) If the individual and/or representative opts to appeal the Board's suspension of a major issue, the Chief Executive officer, will notify the Board President and will appoint an appeals officer or officers to hear the appeal. The Chief Executive officer will provide the individual with the date, time and location for presentation of that appeal. The suspension shall continue until the process has been completed. A written response may be presented in lieu of a personal appearance. The Appeals officer(s) shall be authorized to decide if the proposed suspension should be upheld, reduced or cancelled. Unless the Appeals officer(s) decides that the suspension should be cancelled or be reduced, the decision of the Board of Directors shall be final.

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A Suspended Member is an individual, not a household. Any GVR cardholder who has been determined to have violated GVR rules and regulations or otherwise deemed as a "Suspended Member" by the GVR Board of Directors shall be restricted from use of GVR facilities. This suspension may include suspension of use from all GVR facilities, or may be select facilities, as decided on by the Board.¶
A suspended member shall retain the rights to vote but not to hold office.¶
The suspended member shall be responsible for all dues, fees and assessments.¶

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PART 1

MEMBERSHIP AND FACILITIES

SECTION 1 – DUES AND FEES

1.1.1 General

Annual dues and fees shall be established each year by the approval of a majority of Directors in office, provided that should the Board fail to establish the amount of a particular fee, it shall remain unchanged from the previous year.

1.1.2 Annual Dues

1. The Board shall establish membership dues for each fiscal year on or before December 10. In establishing annual dues, the Fiscal Affairs Committee and the Board of Directors shall use the following formula as a starting point. The sum of 50% of the CPI (W) percentage increase/decrease through September of the current year and 50% of the Social Security percentage increase/decrease for the current year. To the extent permitted by law, the Committee and Board may deviate from this formula in establishing the dues after taking into consideration all relevant factors including, but not limited to, projected operating costs, maintenance projects, and appropriate reserves. These dues are payable on or before January 1 of that same fiscal year.
2. Upon the initial purchase of a property in a deed-restricted subdivision, the annual dues shall be prorated as of the date of closing. When an owner of property in a subdivision which is not master deed restricted subjects his property to a GVR deed restriction, the annual dues shall be prorated as of the date the property is made subject to the voluntary deed restriction.
3. Commercial Residential/Care Facility (CRCF) membership properties shall pay annual dues in an amount equal to the then-current annual dues multiplied by the number of units in the facility, regardless of whether or not such units are occupied.

1.1.3 Annual Dues Installment Payment Plan

1. Payment plans are available to Members who prefer to pay annual dues in monthly installments rather than in one lump sum, subject to the limitation in (3) below.
2. The fees for setup and administrative costs associated with a payment plan will be established by the Board.

3. A GVR property must be owner-occupied in order to qualify for a payment plan.
4. The past and current month's payments will be charged and must be paid at the time the plan is set up.
5. If a member requests a payment plan, his/her account may be subject to all applicable finance charges.
6. Members will only be able to use the payment plan with an Automatic Clearing House (ACH) Debit.
7. At the time of the request, future finance charges will stop unless the member defaults on payments. If the account is defaulted, all past applicable finance charges that would have been charged will become due.
8. Members may continue to use GVR facilities and attend programs if they are current with their payments.

1.1.4 Due Date and Effect of Nonpayment of Annual Dues.

1. Annual dues are due and payable on or before January 1st.
2. Any dues, fees, or assessments that are not paid in full ten (10) days after their due dates shall be deemed delinquent and subject to a late fee as determined by the Board.
3. If a member's account remains delinquent as of May 1, the account will be referred to counsel for collection, including, but not limited to, the recording of a notice of lien against the member's property and the initiation of legal proceedings against the delinquent member and/or his property. Collection costs, including, but not limited to, attorney's fees and court costs, shall be the responsibility of the delinquent members.
4. A member who has entered into an approved payment plan with GVR and is in compliance with the terms thereof shall not be considered delinquent.

1.1.5 Initial Fees

1. The Initial Fee may be adjusted annually by the Board based on the Department of Labor CPI (Consumer Price Index), "all items, Western Urban Region," rounded to the nearest dollar amount.
2. The initial fee applies upon the sale of a deed-restricted GVR property from a developer to a third party or upon an owner electing to voluntarily deed-restrict property for GVR membership.
3. An owner paying an Initial Fee shall be exempt from paying the Membership Change Fee on that property.
4. A portion of the revenue from Initial Fees is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.

1.1.6 Membership Change Fee

1. Upon transfer of title of a GVR membership property, the new owner shall pay a Membership Change Fee.
2. The Membership Change Fee shall be refunded if the new owner was a GVR member within 365 days prior to the transfer of title and owns no other GVR property.
3. Revenue from the Membership Change Fees may be used as will most effectively further the general purpose of the Corporation to provide for current and future needs. A portion of the revenue from Membership Change Fee is to be used to fund contributions to the Initiatives Reserve Fund as determined by the Board.
4. The Membership Change Fee does not apply to the transfer of title for estate purposes (e.g., into a trust).

1.1.7 Other Fees

A fee for service is payment for the work involved in an operation that benefits individual members, as distinct from the entire membership.

1. The Board has established fees for services:
 - a) **Disclosure Fees:** There shall be a charge for the processing of disclosure documents upon the transfer of title of a membership property.
 - b) **Tenant Fees:** Upon application, tenant cards shall be issued to a person leasing GVR membership property. There will be a charge for a tenant card.
2. The authority to establish and modify operational fees is delegated to GVR Administration as part of the ongoing day-to-day management of the organization. Such fees fall in the following broad categories.
 - a) **Programmatic Fees:** These fees are established to provide cost recovery of direct expenses related to entertainment, participation, and instructional programs.
 - b) **Facility Fees:** These fees are established to provide cost recovery related exclusively to the use of facility space and/or equipment by outside groups and member usage beyond the basic services of GVR. Such fees include, but are not limited to, reservation fees, time incremental facility usage fees, equipment fees, custodial and technician fees, catering. Damage deposits are required.
 - c) **Administrative Fees:** These fees are established to provide cost recovery for miscellaneous services provided to members and outside parties. Such fees include but are not limited to, photocopying, facsimile, computer, facility keys, card replacement and publications.

- d) **Processing Fees:** These fees are established to provide cost recovery for labor and overhead generated through business transaction to members and outside parties. Such fees will be attached to all transactional business including, but not limited to, member dues, programs, instructional courses, and rentals.

1.1.8 Member Payment Transactions

1. Member payment transactions are subject to a processing fee.
2. Forms of payment accepted include:
 - a) Legal tender (Cash)
 - b) Checks payable to Green Valley Recreation in U.S. dollars.
 - c) Money orders or cashier's checks
 - d) Traveler's checks
 - e) Credit or debit cards
 - Visa
 - Master Card
 - Discover Card
 - American Express
 - f) Automatic Clearing House (ACH) Debit

SECTION 2 - USE OF GVR FACILITIES

1.2.1 Identification Cards

It is the policy of GVR that each authorized user of GVR facilities be issued a GVR identification card as set forth herein.

1. A GVR identification card shall be issued to each GVR member, each Assigned Member, each CRCF user and each Life Care user.
2. A spouse of a GVR member shall be issued a GVR membership identification card unless the spouse has disclaimed interest in the property.
3. If a GVR property is held in a trust, each trustee shall be issued a GVR identification card unless the trust specifies otherwise.
4. If a GVR property is owned by a corporation, LLC, or similar entity, a GVR identification card shall be issued to up to two (2) officers or managing partners.
5. Additional Card Holder:
 - a) Complimentary Cardholder ID: GVR identification shall be issued at no fee for one (1) individual residing with a sole owner GVR member or sole Assigned Member upon proof of residency.
 - b) Complimentary Guest ID: a single only annual guest card shall be issued to sole-owner GVR members for no fee where there is no other person residing with the GVR member.

- c) Additional cardholder: for a fee, established by the Board of Directors, GVR identification shall be issued to other individuals upon proof of residency.

1.2.2 Guest Policy

1. GVR Members, Assigned Members, Life Care Members and CRCF residents may purchase one (1) annual guest card which allows for an unlimited number of guests and guest visits. Annual guest cards are valid through the end of the calendar year and fees are not prorated. No more than one (1) Annual guest card may be purchased by a GVR Member regardless of the number of properties owned and may not be purchased for tenant-occupied properties.
2. GVR Members, Assigned Members, Life Care Members, and CRCF residents may purchase daily guest cards which allow for an unlimited number of guests on a specific day.
3. Adult guests 18 years of age and older are required to have a valid guest card when visiting GVR facilities. Multiple guests visiting the same facility may use the same Annual Guest Card.
4. Guests under the age of 18 do not require guest cards and must be accompanied by an adult with privileges to use GVR facilities.
5. Replacement of a lost or damaged annual guest card must be obtained at a customer service office for a fee established by the Board of Directors. Lost cards will be deactivated to prevent future use of the card. Damaged cards must be returned to a GVR Member Services office before a replacement card will be issued.
6. Guest cards are required for all general facility use and club activities. However, guest cards are not required for ticketed GVR events where guests pay a higher ticket price than the member price.
7. At management's discretion, guest usage of GVR facilities may be limited to non-primetime hours. Signage will be added to all facility gates reminding individuals that each person must swipe (or 'tap' for proximity cards) a GVR-issued ID Card.

1.2.3 Life Care Members

1. Life Care Members are former GVR members in good standing who currently reside in a life care facility in the greater Green Valley area and have requested the use of GVR facilities.
2. Life Care Members must make annual application for privileges in the Membership Office.
3. Life Care Members shall pay an annual non-refundable fee established by the Board, which is pro-rated the first year.

4. A distinctive identification card will be issued by GVR, which will permit the individual to use GVR facilities, register for programs and attend club functions.

1.2.4 Code of Conduct

It is the policy of Green Valley Recreation, Inc. to treat all people with dignity, respect and equality regardless of age, race, color, ancestry, country of origin, disability, ethnicity, marital status, family status, veteran status, gender, religion, sexual orientation or gender identity.

1. Users of GVR facilities are required to comply with GVR published rules and regulations.
2. Users are expected to show common courtesy to employees, directors, volunteers and other members and guests.
3. Users shall refrain from using offensive language and behavior.
4. Members are responsible for the conduct of their guests.
5. Violation of the above codes of conduct may result in a member having his/her rights and privileges suspended, as well as those of their guests or tenants.

SECTION 3 - GVR FACILITIES

1.3.1 General Facilities Rules and Regulations

- A. GVR facilities are established for use and enjoyment of GVR members, eligible guests and visitors who abide by the GVR Member Code of Conduct.
- B. All GVR facility reservations and arrangements shall be made through the central reservation office located at the Administrative Offices. A GVR Facility Reservation Agreement must be completed for all facility reservations and rentals. Any group, entity or individual that is not wholly comprised of GVR members utilizing a GVR facility MUST state their purpose and sign the "Rental Agreement". This MUST be signed by a person or persons authorized to speak for the group, as part of the application process.
- C. All members and guests are required to carry their membership cards or other authorized GVR identification while using GVR facilities. Individuals must produce GVR identification when requested by staff or any staff-authorized volunteer. Members and guests are required to sign-in or swipe their membership card. Clubs and other authorized groups must provide an

attendance roster or similar document which lists each person utilizing a GVR facility.

- D. Staff and staff-authorized volunteers are empowered to enforce rules and regulations.
- E. GVR member and nonmember individuals and groups may rent facilities subject to current rules, regulations, and fees. GVR members have priority in facility rentals over nonmembers.
- F. GVR classes may preempt drop-in use of GVR facilities.
- G. Individual members, visitors, guests, and groups using or renting GVR facilities are responsible for maintaining those facilities in a neat and orderly condition.
- H. Printed materials made available to attendees during the meeting/rental period must be removed at the end of the rental period.
- I. Individuals who damage GVR equipment due to improper or careless use are responsible for the repair or replacement of that equipment. Members are responsible for damages caused by their guests.
- J. Special GVR shop/facility rules and regulations must be complied with by individual members, visitors, guests, and groups.
- K. Non-member "Personal Assistants" may accompany a member to a GVR facility in order to help them with walking, showering, dressing or undressing, or with other non-therapeutic tasks as necessary and may not use GVR facilities for their own personal use.
- L. GVR reserves the right to deny the use of its facilities by members or nonmembers for any of the following reasons as determined in the sole discretion of the CEO:
 - 1. There is a reasonable concern that the individual or group may advocate or promote an activity that is prohibited by local, state or federal law.
 - 2. There is a reasonable concern that the individual or group may advocate discrimination based on sex, age, race, ethnicity, nationality, disability, sexual orientation, gender identity, or religion.
 - 3. There is a reasonable concern that use of facilities by an individual or group could lead to a civil disruption.
 - 4. There is a reasonable concern that the individual or group promotes a position that may be adverse to GVR.
 - 5. There is a reasonable concern about other legal or safety issues.

1.3.3 - Use of GVR Facilities

- A. Animals are not permitted in or on GVR property, with the exception of Service animals, unless otherwise authorized by the GVR Chief Executive officer (CEO) to accommodate community events or other special circumstances.
- B. No firearms are allowed on any GVR property or in any GVR facilities except law enforcement or licensed security.
- C. It is the policy of Green Valley Recreation, Inc. to provide and maintain a Drug-Free Environment for its members and employees. As such, Green Valley Recreation, Inc. prohibits the use of illegal drugs on GVR premises.
- D. Pursuant to the Smoke-Free Arizona Act (A.R.S. §36-601.01), GVR prohibits smoking in all indoor facilities and outside areas within 20 feet of all entrances and windows. Smoking is prohibited in pool areas and in all GVR vehicles. Smoking will be allowed in designated outdoor areas only.
- E. GVR prohibits vaping in all non-smoking areas, including in all indoor facilities and areas within 20 feet of all entrances and windows. Vaping is prohibited in pool areas and in all GVR vehicles. Vaping will be allowed in designated outdoor areas and wherever smoking is allowed.
- F. GVR facilities will not be used by any member for commercial purposes with the following exceptions:
 - a) with the prior written approval of GVR administration, a GVR member may temporarily display items for sale at a particular facility if they are intended to assist or benefit those using that facility to participate in the associated/related activity; and
 - b) personal sales resulting from hobby pursuits.It is the responsibility of each individual seller to obtain an Arizona Transaction Privilege Tax License.
- G. LIQUOR POLICY
 - a) The sale of intoxicating beverages is not permitted on GVR premises without a special sales permit or liquor license and appropriate liquor liability policy. Prior to applying for a liquor license, permission must be received from the GVR Chief Executive Officer.
 - b) Members are permitted to bring their own beverages (BYOB) to an activity, if allowed by the host. However, written permission must be obtained from GVR at the time the reservation agreement is signed or prior to the event or activity. No alcohol may be stored in a GVR

facility.

1.3.4 - Political Activities

- A. GVR members may circulate petitions and/or solicit support or opposition of GVR candidates or ballot issues in GVR facility lobby areas, common areas, and parking lots as long as such activities do not interfere with GVR operations or facility reservations or violate fire code regulations as determined by GVR staff.
- B. Surveys, opinion polls and questionnaires related to GVR affairs, and distributed on GVR property, may be circulated by members only after being reviewed by GVR administration for accuracy and suitability.
- C. GVR facility areas may be rented for political party meetings, campaign events, polling places, and informational presentations such as candidate forums or town hall meetings, whether related to GVR elections or outside political causes, subject to space availability.
- D. Advertising or promotional signage for non-GVR elected positions (e.g., public sector election campaigns), including solicitation of support/opposition regarding candidates or ballot issues is NOT permitted on GVR property except as follows: (1) within rented meeting space during the rental period; or (2) in public areas and parking lots of a GVR facility being used as a polling place on election day or as an early voting site during the period of early voting.

1.3.5 - Special Uses

- A. Use of Hobby Shops and Studios
These facilities are monitored by volunteers. When asked, members and guests must show their GVR membership or guest cards to use the facilities. Clubs have the right to restrict use of club facilities to club members only.
- B. Use of Kitchens
GVR kitchens are classified as catering kitchens. Food preparation and cooking is not allowed. Kitchen facilities may be used for warming pre-cooked food or for chilling cold entrées.
- C. Use of Caterers
Caterers must be registered and approved by GVR in order to work in GVR facilities. Contact the central reservation office located at the Administrative Offices for a current list of approved caterers.
- D. Use of Storage

1. GVR may provide small storage space, at no cost, to Clubs if space is available.
 2. Clubs may provide locks.
 3. GVR is not liable for any property lost, damaged or stolen while in storage.
- E. Use of Equipment
GVR may provide and maintain furniture and equipment in the facilities for the recreational use of its members.
- F. GVR Pool Management Policies
1. GVR offers heated swimming pools and spas for member use.
 2. Hours of operation are established and posted by GVR administration.
 3. GVR pools shall operate in compliance with Pima County Code Title 8, Chapter 8.322, "Swimming Pool and Spas," and any other applicable Pima County regulations.
 4. GVR staff has authority to close a swimming pool or spa if they determine that its operation and use presents danger to individuals.
 5. GVR follows the guidelines provided by the National Lightning Safety Institute (NLSI) to determine when to close indoor and outdoor swimming pools, spas and showers due to lightning as a safety precaution. As of August 2014, NLSI guidelines state:
 - a. Both outdoor and indoor pools and showers will be evacuated before or when lightning gets five miles away.
 - b. At the first signs of thunder or lightning, all pool and shower activities will be suspended until 30 minutes after the last observed thunder or lightning. (Adopted 08/26/14)

1.3.6 Rentals and Fees

- A. The Chief Executive officer will implement a Board-approved fee schedule for rental of GVR facilities. The CEO is authorized to waive facility rental fees in special circumstances, as deemed appropriate.
- B. Rental fees for groups composed solely of GVR members shall be waived; however, all individuals and groups (whether member or nonmember) may be charged fees for special computer and technology setups; Internet connections; LED projection; special sound system or lighting requirements, overtime cleanup charges, or labor charges for special setup needs which require additional personnel.

- C. GVR is interested in supporting community service events, and may rent its facilities on a fee basis for such events whenever it is practical to do so. A community service event is normally sponsored by a non-profit organization or local government agency.
- D. The Chief Executive officer may authorize use of GVR facilities on a complimentary or fee basis for any GVR-sponsored, GVR co-sponsored, or GVR Foundation event or activity. Authorization of GVR Foundation activities are subject to terms of the GVR/GVR Foundation Resource Sharing Agreement (see APPENDIX I – BOARD POLICIES, Subsection 4).
- E. Fees may be charged to recover the cost of any specialized services, events or programs.

SECTION 4 - SUSPENSION OF PRIVILEGES

1.4.1 Suspension for Delinquency

Any GVR Member who has not paid dues, fees or assessments as of the time such payment is due becomes delinquent and shall automatically be declared a 'Member Not in Good Standing.' Any GVR Member Not in Good Standing and his/her Additional Card Holder, Assigned Member and/or Tenants and Guests shall not be entitled to use GVR facilities. The delinquent member shall not hold any office, nor vote in any election. Upon payment of all delinquent dues, penalties, fees, assessments, together with the cost of collection, said member shall be restored to good standing.

1.4.2 Suspension for Conduct

1. Any cardholder who violates the established rules and regulations of GVR is subject to suspension of privileges. Copies of rules and regulations are posted within GVR facilities.
2. The Chief Executive Officer or designee has the authority to determine if a violation is major or minor. The Chief Executive Officer or designee is authorized to immediately deny any individual access to facilities for a period of up to ten (10) days for minor violations, including, but not limited to, failure to provide his/her membership card or other GVR identification card. In the event of a major violation, including but not limited to violation of any law, physical confrontation, verbal abuse, the Chief Executive officer or designee shall have the authority to immediately deny any individual access to facilities until the violation can be investigated.

3. Minor Incidents - Upon receipt of a complaint from a GVR member or staff the Chief Executive Officer or designee will investigate the complaint as follows:
 - a) Contact the person who filed the complaint.
 - b) Contact witnesses or those parties to the incident which resulted in the complaint.
 - c) Contact the individual(s) against whom the complaint was filed, either in person or by phone. If direct contact is not available, the contact may be made by email or letter.
 - d) The Chief Executive Officer shall then determine if the complaint is valid. If the complaint is determined to be valid, the individual(s) may be subject to counseling, either in person or by letter, or may be subject to suspension of any or all privileges, and/or facilities for a period not to exceed ten (10) calendar days. The decision of the Chief Executive officer is final.
4. Major Incidents - Chief Executive officer or designee shall take immediate action and personally handle the situation as follows:
 - a) Contact the President of the Board immediately.
 - b) The Chief Executive officer, the President of the Board of Directors and the chairperson for the Board Affairs Committee shall conduct an investigation within two (2) weeks. They shall convene a meeting with the individual and/or a representative against whom the complaint was lodged as well as the complainant, if the individual(s) so desire. During the process, the accusing party has the right to submit verbal or written information subject to rebuttal by the accused and witnesses, if any.
 - c) Upon completion of the above, a report on the findings of the investigation, along with recommended actions will be presented to the Board of Directors.
5. The Board of Directors will convene in an Executive Session within two (2) weeks to review the report, discuss the particulars of the incident and decide on the appropriate action. If a majority of Board members then in office determines that a suspension is warranted, the duration and nature of the suspension must be determined. The suspension may apply to the use of all GVR facilities or select facilities.
 - a) The original suspension determined by the Chief Executive officer shall be extended until this process has been accomplished.
 - b) If the Board decides to continue the suspension, the Chief Executive officer shall send the individual and/or representative a written "Notice of Suspension" within 48 hours of the Board's

decision. The "Notice of Suspension" shall include the details of the suspension, as well as the appeal procedure.

- c) If the individual and/or representative opts to appeal the Board's suspension of a major issue, the Chief Executive officer, will notify the Board President and will appoint an appeals officer or officers to hear the appeal. The Chief Executive officer will provide the individual with the date, time and location for presentation of that appeal. The suspension shall continue until the process has been completed. A written response may be presented in lieu of a personal appearance. The Appeals officer(s) shall be authorized to decide if the proposed suspension should be upheld, reduced or cancelled. Unless the Appeals officer(s) decides that the suspension should be cancelled or be reduced, the decision of the Board of Directors shall be final.

PART 2 – BOARD OF DIRECTORS

SECTION 1. POWERS, DUTIES, AND RESPONSIBILITIES

2.1.1 Responsibilities

1. Participate in development, review and approval of annual budgets and ensure proper financial controls are in place.
2. Recruit candidates, ensure orientation of new Board members and assess Board performance.
3. Evaluate and establish policies addressing (a) services based on needs vs costs vs member benefits, (b) Board and Committee roles and responsibilities, and (c) Board/Committee/staff relationship.

2.1.2 Powers of The Board

In addition to the powers of the Board as set forth in the Bylaws or otherwise authorized by state law, the Board shall also have the power to do the following:

1. Participate in developing, tracking and maintaining a “5 Year Strategic Plan (Strategic Plan)” and “5-Year Capital Plan (Capital Plan)” to assist GVR in shaping its future. Towards that end, the following policies are an integral part of the plan:
 - a. Annual Strategic Plan Updating – Each year the Board shall review and update the Strategic Plan and carry it forward one additional year.
 - b. Integration with Programs and Services – The Strategic Plan and Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff to facilitate the development of policy recommendations by committees and action plans by the CEO and staff which pursue the fulfillment of plan objectives.
 - c. Integration with the Budget Process – The objectives contained in the GVR Strategic Plan shall provide the primary basis upon which annual budget recommendations are made.
 - d. Progress Updates to the Board – The Strategic plan shall be a standing element report of Board and Board committee meetings, relevant to the charge of each particular committee. Written status reports will be provided to the Board at least annually.

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2.1.3 Principles of Governance

The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail, with focus on the intended long-term goals of the organization rather than the administrative or programmatic means of attaining these goals. It is to be proactive in its decision-making and maintain a clear delineation between staff, Board and Committee roles (see Part 3 – Committees). In this spirit, the Board will:

1. Discipline itself as to attendance, speak with one voice and adhere to the principles of good governance as established herein.
2. Be responsible to the membership by competently, conscientiously and effectively executing its governing obligations.
3. Govern with an emphasis on the following: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership rather than administrative detail, (d) clear distinction of CEO and BOD roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) striving to be proactive rather than reactive.

2.1.4 Vacancies

1. Any vacancy on the Board of Directors, shall, if possible, be filled by an unsuccessful candidate from the most recently completed election.
2. The Board President will contact unsuccessful candidates in the order of the number of votes each received (from highest to lowest), to determine willingness to fill the vacancy.
3. If there is no unsuccessful candidate from the most recently completed election who is willing and able to serve as a successor director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to fill the vacancy, and will present a slate of candidates to the Board of Directors.
4. Candidates for the vacant position shall:
 - a. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
 - b. Address the Board prior to the election of the Successor Director at a meeting of the Board of Directors where the election of the director shall occur.
5. The Board will vote by secret ballot to elect the director from among the slate of candidates presented by the Nominations & Elections Committee.

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SECTION 2. OFFICER ELECTIONS

2.2.1 General

1. Election of Board officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.
2. Nominations from the floor will not be accepted.
3. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
4. The present President, or in his/her stead, the CEO shall administer the election until the new President has been elected.

2.2.2 The Nominating Ballot

1. The President (chair) will ask that nominating ballots be distributed to each Director.
2. Each Director receiving a vote is nominated for that office.
3. A nominating ballot cannot take the place of an electing ballot.
4. Board members may nominate themselves for any Board office.
5. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
6. The chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.

2.2.3 The Electing Ballot

1. A nominee is considered "elected" if he/she receives a plurality of the votes cast.
2. Balloting shall be repeated as many times as necessary to obtain a plurality vote for one candidate. The nominee receiving the lowest number of votes is never removed from the next ballot.
3. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass.

SECTION 3. BOARD MEETINGS AND WORK SESSIONS

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2.3.1 RULES OF ORDER FOR AGENDA PREPARATION

1. Items for agenda consideration are submitted in writing to the President and CEO (or their respective designee) by 12p.m. (noon) six (6) business days prior to the date of the Board meeting or Work Session.
 - a) Exhibits submitted by Board members must include any motion background materials, recommended action, and rationale required for an understanding of the issue.
 - b) Board members may request that the President place items on a Board meeting agenda at any time. If the deadline for agenda preparation is not met, the item will be placed on the next Board meeting agenda.
 - c) If there is no action item, the President may put the subject on the agenda of a work session.
 - d) The President shall accept all appropriate agenda items that are submitted with written justification.
2. A proposed meeting agenda is developed by the Board President and CEO by close of business four (4) business days prior to the Board meeting. The proposed agenda is distributed to Directors via email and/or by placing the document(s) within online Board files.
3. Two (2) business days prior to the Board meeting the proposed agenda will be sent to the Board of Directors, posted on the GVR website, and distributed to members via an e-blast.
4. Directors vote to approve the proposed agenda at the Board Meeting. Prior to the vote, the agenda may be amended by a simple majority vote of Directors present. After approval of the agenda, it may only be amended by a two-thirds majority vote of the Directors present.
5. Regular Board meeting agendas will include a consent agenda; a Consent Agenda is a meeting practice which packages routine committee reports, Board meeting minutes, and other non-controversial items not requiring discussion or independent action as one agenda item.
6. The agenda shall be made available to GVR members on the GVR website and at the Board meeting in hardcopy.
7. Work sessions are for informal discussion or informational purposes only. Agenda preparation and distribution follow the same rules as for board meetings except as specifically noted.

2.3.2 Protocol and Conduct for Board Meetings

1. Board meetings, work sessions and committee meetings which are open to the general membership shall be announced in all available electronic and print media.

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2. The President shall preside over all meetings and work sessions of the Board. If the President is unable or refuses to preside at a regular meeting, the highest-ranking officer in attendance shall preside over the meeting. If no officers are willing to preside over a meeting, the officers in attendance, by majority vote, shall select a director to preside over the meeting.

3. Meetings shall be conducted under the latest edition of Robert's Rules of Order, Newly Revised, unless otherwise determined by the Board.

4. Regular Board meetings shall be held at least quarterly, at a place and time determined by the Board.

5. The Board will use the following small board protocol during Board meetings:

a) Board members do not have to stand, but should be recognized by the President to speak or make motions.

b) Motions must be seconded.

c) Each board member may speak for no more than ten (10) minutes per topic.

d) Informal discussion is allowed on non-motion topics.

e) To vote on a subject, a formal motion must be made and seconded.

f) Votes will be taken by a show of hands (or vocal, if attending electronically).

g) The President need not stand when putting items to a vote.

h) The President may debate, make motions and vote.

6. No action may be taken by the Board at Work Sessions.

7. GVR members shall be permitted to address the presiding officer at a Board Meeting or Work Session to provide input, subject to the following protocols:

a) Member comments shall be addressed to the presiding officer and shall address only the topic under discussion, not the actions of one or more individual directors.

b) No member may speak until recognized by the presiding officer. No member may interrupt another member while he/she is speaking.

c) Members shall act in a courteous and civil manner.

d) A member must identify him/herself by name and GVR number or GVR property address prior to addressing the presiding officer.

e) Members are encouraged to provide written comments in addition to verbal remarks.

f) Members may speak to action items being considered at each regular or special meeting of the Board after all Directors have had an opportunity to speak to the issue and

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for no more than two (2) minutes, unless additional time is allotted by the presiding officer.

g) Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the presiding officer.

h) If the presiding officer determines, in his/her sole discretion, that a member's conduct violates one or more rules of proper protocol for receiving member comments, the presiding officer may require the member to leave the meeting or move to recess or adjourn the meeting.

8. Board meetings shall not be adjourned until all agenda items have been considered, except by a two-thirds (2/3) affirmative vote of the Directors in attendance or as set forth in 7(h) above.

2.3.3 Minutes of Meetings

1. The CEO, or his or her designee, shall take minutes at regular, annual, special and work session Board meetings.

2. Minutes shall be retained with other corporate documents in a secure location.

3. Recordings of all open Board meetings shall be made and kept under the custody of the CEO in the Administrative Offices until the minutes have been approved.

4. Minutes of the Board meetings will list the names of the Directors who make and second each motion, voting Directors in the minority of each vote, and any Director abstaining from each vote. Minutes of Board meetings shall contain summaries of the actions taken at the meeting, including directions given to staff. Committee reports which are "informational only" will not be summarized in the minutes. These reports will be noted "received and placed on file." Member comments are not part of the minutes. DRAFT Board minutes shall be posted to the website as "not yet approved" prior to formal approval by the Board of Directors.

5. Minutes of work sessions are published as "Highlights".

SECTION 4. CODE OF CONDUCT

2.4.1 Board Code of Conduct

The Board of Directors of Green Valley Recreation (GVR) commits itself and its members to ethical, effective and businesslike conduct, and to that end, directors must abide by the following:

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1. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
2. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR members, and staff.
3. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising, their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.
4. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
5. Except as expressly authorized by the Board, directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
 - Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
 - Communicating with the press concerning a GVR matter for or on behalf of GVR.
 - Communicating with GVR members in violation of the Email Policy set forth in the CPM.
6. Directors must not disclose confidential information addressed in an executive session or in a communication with legal counsel without the express authorization of the Board.
7. Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
8. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as directors for purposes of indemnification:
 - a) Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
 - b) Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.

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2.4.2 Code Enforcement Procedures

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In order to ensure compliance with the Board Code of Conduct for Green Valley Recreation, Inc. ("Code"), the Code will be enforced as follows:

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1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in executive session. The executive session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.
3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.
4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.

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SECTION 5 - MISCELLANEOUS

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2.5.1 Use of Legal Counsel – updated 5/22/2019

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1. The President or Vice-President shall make initial contact with GVR's legal counsel on all Board and Board committee matters when needed. Committee chairs needing a legal opinion shall

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provide the question(s) to the President or Vice-President and shall not contact the attorney directly.

2. GVR contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.
3. The President may assign the CEO to make contact with GVR's legal counsel, as needed.
4. The CEO shall make the initial legal contact, when needed, on GVR operational matters.

2.5.2 Director Requests for Records/Data/Information (Adopted 7/28/2021)

1. Requests by directors for GVR records/data/information must be made in writing, directed to the CEO and include the reason(s) for the request.
2. The CEO shall reply to a director's request as follows:
 - a. If the CEO determines that the time requirement to satisfy the request is nominal and that the information stated in the request relates to a matter under consideration by the Board or a committee, the CEO shall provide the information as soon as practical to all directors.
 - b. Should the CEO determine that the request requires more than a nominal amount of time and/or pertains to a matter not under consideration by the Board, the CEO will forward the request to the GVR Board to be placed on the agenda of the next meeting. If the request is approved by the Board, the CEO shall post the records/data/information to the Board website as soon as practical.

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PART 2 – BOARD OF DIRECTORS

SECTION 1. POWERS, DUTIES, AND RESPONSIBILITIES

2.1.1 Responsibilities

1. Participate in development, review and approval of annual budgets and ensure proper financial controls are in place.
2. Recruit candidates, ensure orientation of new Board members and assess Board performance
3. Evaluate and establish policies addressing (a) services based on needs vs costs vs member benefits,(b) Board and Committee roles and responsibilities, and (c) Board/Committee/staff relationship.

2.1.2 Powers of The Board

In addition to the powers of the Board as set forth in the Bylaws or otherwise authorized by state law, the Board shall also have the power to do the following:

1. Participate in developing, tracking and maintaining a “5 Year Strategic Plan (Strategic Plan)” and “5-Year Capital Plan (Capital Plan)” to assist GVR in shaping its future. Towards that end, the following policies are an integral part of the plan:
 - a. Annual Strategic Plan Updating – Each year the Board shall review and update the Strategic Plan and carry it forward one additional year.
 - b. Integration with Programs and Services – The Strategic Plan and Capital Plan shall be approved by the Board and provided to Board committees, CEO, and GVR staff to facilitate the development of policy recommendations by committees and action plans by the CEO and staff which pursue the fulfillment of plan objectives.
 - c. Integration with the Budget Process – The objectives contained in the GVR Strategic Plan shall provide the primary basis upon which annual budget recommendations are made.
 - d. Progress Updates to the Board – The Strategic plan shall be a standing element report of Board and Board committee meetings, relevant to the charge of each particular committee. Written status reports will be provided to the Board at least annually.

2.1.3 Principles of Governance

The Board is responsible for governing in a manner that emphasizes strategic leadership rather than administrative detail, with focus on the intended long-term goals of the organization rather than the administrative or programmatic means of attaining these goals. It is to be proactive in its decision-making and maintain a clear delineation between staff, Board and Committee roles (see Part 3 – Committees). In this spirit, the Board will:

1. Discipline itself as to attendance, speak with one voice and adhere to the principles of good governance as established herein.
2. Be responsible to the membership by competently, conscientiously and effectively executing its governing obligations.
3. Govern with an emphasis on the following: (a) outward vision rather than internal processes, (b) encouragement of diversity in viewpoints, (c) strategic leadership rather than administrative detail, (d) clear distinction of CEO and BOD roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) striving to be proactive rather than reactive.

2.1.4 Vacancies

1. Any vacancy on the Board of Directors, shall, if possible, be filled by an unsuccessful candidate from the most recently completed election.
2. The Board President will contact unsuccessful candidates in the order of the number of votes each received (from highest to lowest), to determine willingness to fill the vacancy.
3. If there is no unsuccessful candidate from the most recently completed election who is willing and able to serve as a successor director, the Nominations & Elections Committee shall recruit individuals from among regular members in good standing to fill the vacancy, and will present a slate of candidates to the Board of Directors.
4. Candidates for the vacant position shall:
 - a. Complete an application and answers to a list of questions prepared by the Nominations & Elections Committee for Board consideration, and
 - b. Address the Board prior to the election of the Successor Director at a meeting of the Board of Directors where the election of the director shall occur.
5. The Board will vote by secret ballot to elect the director from among the slate of candidates presented by the Nominations & Elections Committee.

SECTION 2. OFFICER ELECTIONS

2.2.1 General

1. Election of Board officers will be done by secret ballot. This is applicable to both the nominating ballots and the electing ballots.
2. Nominations from the floor will not be accepted.
3. Election for each office follows its seniority in the Bylaws: President, Vice President, Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.
4. The present President, or in his/her stead, the CEO shall administer the election until the new President has been elected.

2.2.2 The Nominating Ballot

1. The President (chair) will ask that nominating ballots be distributed to each Director.
2. Each Director receiving a vote is nominated for that office.
3. A nominating ballot cannot take the place of an electing ballot.
4. Board members may nominate themselves for any Board office.
5. Nominees must verbally indicate their willingness to serve before the electing ballot is distributed.
6. The chair will announce the names of the nominees and the number of nominations each received prior to the distribution of electing ballots.

2.2.3 The Electing Ballot

1. A nominee is considered "elected" if he/she receives a plurality of the votes cast.
2. Balloting shall be repeated as many times as necessary to obtain a plurality vote for one candidate. The nominee receiving the lowest number of votes is never removed from the next ballot.
3. If a stalemate persists, the rules may be suspended in order to consider alternatives such as eliminating the candidate with the lowest number of votes. The motion to suspend the rules is not debatable and requires a 2/3 vote to pass.

SECTION 3. BOARD MEETINGS AND WORK SESSIONS

2.3.1 RULES OF ORDER FOR AGENDA PREPARATION

1. Items for agenda consideration are submitted in writing to the President and CEO (or their respective designee) by 12p.m. (noon) six (6) business days prior to the date of the Board meeting or Work Session.
 - a) Exhibits submitted by Board members must include any motion background materials, recommended action, and rationale required for an understanding of the issue.
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 - c) If there is no action item, the President may put the subject on the agenda of a work session.
 - d) The President shall accept all appropriate agenda items that are submitted with written justification.
2. A proposed meeting agenda is developed by the Board President and CEO by close of business four (4) business days prior to the Board meeting. The proposed agenda is distributed to Directors via email and/or by placing the document(s) within online Board files.
3. Two (2) business days prior to the Board meeting the proposed agenda will be sent to the Board of Directors, posted on the GVR website, and distributed to members via an e-blast.
4. Directors vote to approve the proposed agenda at the Board Meeting. Prior to the vote, the agenda may be amended by a simple majority vote of Directors present. After approval of the agenda, it may only be amended by a two-thirds majority vote of the Directors present.
5. Regular Board meeting agendas will include a consent agenda; a Consent Agenda is a meeting practice which packages routine committee reports, Board meeting minutes, and other non-controversial items not requiring discussion or independent action as one agenda item.
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 - e) To vote on a subject, a formal motion must be made and seconded.
 - f) Votes will be taken by a show of hands (or vocal, if attending electronically).
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 - b) No member may speak until recognized by the presiding officer. No member may interrupt another member while he/she is speaking.
 - c) Members shall act in a courteous and civil manner.
 - d) A member must identify him/herself by name and GVR number or GVR property address prior to addressing the presiding officer.
 - e) Members are encouraged to provide written comments in addition to verbal remarks.
 - f) Members may speak to action items being considered at each regular or special meeting of the Board after all Directors have had an opportunity to speak to the issue and

for no more than two (2) minutes, unless additional time is allotted by the presiding officer.

- g) Members may speak for no more than two (2) minutes on any GVR-related issue prior to adjournment of each regular or special session of the Board, unless additional time is allotted by the presiding officer.
- h) If the presiding officer determines, in his/her sole discretion, that a member's conduct violates one or more rules of proper protocol for receiving member comments, the presiding officer may require the member to leave the meeting or move to recess or adjourn the meeting.

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2.3.3 Minutes of Meetings

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5. Minutes of work sessions are published as "Highlights".

SECTION 4. CODE OF CONDUCT

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1. Directors must act in the best interests of GVR without self-interest or personal bias for or against any individual or group of individuals.
2. Directors must conduct themselves in a courteous, professional and businesslike manner at meetings and in their personal interactions with each other, GVR members, and staff.
3. Directors may not accept any gifts or personal benefits, present or future, which could compromise, or give the appearance of compromising, their independence of judgment. Directors must disclose, in an open meeting, any actual or potential conflicts of interest, including, but not limited to, any personal or professional relationship with a company or individual seeking a business relationship with GVR, and shall not participate in any discussions or votes regarding such matters.
4. Directors must be properly prepared for Board and Committee meetings, having read all relevant background material provided for same.
5. Except as expressly authorized by the Board, directors shall not attempt to exercise individual authority over GVR matters by doing any of the following:
 - Interfering with the duties of GVR staff or contractors or giving direction to any GVR employee or contractor.
 - Communicating with the press concerning a GVR matter for or on behalf of GVR.
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6. Directors must not disclose confidential information addressed in an executive session or in a communication with legal counsel without the express authorization of the Board.
7. Directors must be respectful of differing opinions of fellow directors. Directors are expected to support duly-adopted Board decisions despite any personal disagreement therewith.
8. Directors are prohibited from engaging in the following conduct which shall be deemed outside of the scope of their duties as directors for purposes of indemnification:
 - a) Making a verbal or written statement (on social media or otherwise) that is defamatory of any GVR director, employee, contractor or member; or
 - b) Harassing, threatening or attempting to intimidate a GVR director, employee, contractor or member.

2.4.2 Code Enforcement Procedures

In order to ensure compliance with the Board Code of Conduct for Green Valley Recreation, Inc. ("Code"), the Code will be enforced as follows:

1. An allegation of a Code violation shall be presented to the Board President who shall then call and be in charge of all proceedings to investigate the allegation. If the allegation is against the President or the President is not able to accept such responsibility, then the allegation shall be presented to the Vice President, and if the Vice President is unable to perform such duty, to the Secretary.
2. Because allegations of Code violations are considered to be a personnel issue, all Board proceedings to investigate the allegation shall be conducted in executive session. The executive session shall be called as soon as possible to ensure that the allegation is resolved prior to any meeting in which the Board will conduct other business in order to avoid any appearance of impropriety.
3. Any director against whom an allegation is made has the right to attend the executive session and present his/her defense; provided, however, that he/she may not be present or participate in any discussion and/or votes regarding the alleged violation. If the accused director refuses to attend the executive session called to discuss the alleged violation, the director will have waived his/her right to present a defense to the allegation. A finding of a Code violation requires the affirmative vote of at least two-thirds (2/3) of the directors at the executive session.
4. If a director is found to be in violation of the Code, the directors, by a majority vote at that same meeting, shall determine which, if any, of the following sanctions to impose:
 - a) Written admonishment;
 - b) Removal from office per A.R.S. §10-3843(B);
 - c) Public censure (in an open meeting);
 - d) Request for director's resignation; and/or
 - e) Election to recall director.

SECTION 5 - MISCELLANEOUS

2.5.1 Use of Legal Counsel – updated 5/22/2019 REMOVE DATE??

1. The President or Vice-President shall make initial contact with GVR's legal counsel on all Board and Board committee matters when needed. Committee chairs needing a legal opinion shall

provide the question(s) to the President or Vice-President and shall not contact the attorney directly.

2. GVR contracts, Bylaw changes and all similar documents shall be submitted to legal counsel for review and comment prior to approval by the Board.
3. The President may assign the CEO to make contact with GVR's legal counsel, as needed.
4. The CEO shall make the initial legal contact, when needed, on GVR operational matters.

**2.5.2 Director Requests for Records/Data/Information
(Adopted 7/28/2021) REMOVE DATE????**

1. Requests by directors for GVR records/data/information must be made in writing directed to the CEO and include the reason(s) for the request.
2. The CEO shall reply to a director's request as follows:
 - a. If the CEO determines that the time requirement to satisfy the request is nominal and that the information stated in the request relates to a matter under consideration by the Board or a committee, the CEO shall provide the information as soon as practical to all directors.
 - b. Should the CEO determine that the request requires more than a nominal amount of time and/or pertains to a matter not under consideration by the Board, the CEO will forward the request to the GVR Board to be placed on the agenda of the next meeting. If the request is approved by the Board, the CEO shall post the records/data/information to the Board website as soon as practical.

PART 3 COMMITTEES

SECTION 1 - GENERAL

3.1.1 Terms of Board Committee Chairpersons

Board standing Committee Chairpersons shall remain active until the appointment of new Committee Chairpersons.

3.1.2 Committees of The Board of Directors (updated September 30, 2020)

1. Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board.
2. The Board will establish the duties and responsibilities of the committees. Each committee shall make policy recommendations to the Board for consideration.
3. ~~Committees are not required to follow Robert's Rules of Order.~~
4. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
5. To the extent possible, (a) committees will include members knowledgeable about the functionality of that specific committee, and (b) shall include, as much as possible, those GVR members who submit a request to volunteer for the particular committee. The Committee Chair may solicit volunteers when there is an insufficient number of volunteers for the particular committee.
6. Members of each standing committee member shall serve one year terms and may serve consecutive terms. Ad hoc or special committee members may serve longer terms as determined by the Board.
7. In order to serve on a committee, members must sign a Confidentiality Agreement and Directors must have signed the Board Code of Conduct.

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1 Duties and Responsibilities

1. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing

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5. Committees are not required to follow Robert's Rules of Order.¶
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8. Directors may attend any GVR committee meeting, whether open or closed. To attend a meeting from a remote site,

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- functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.
2. Review and recommend amendments, when appropriate, to the governing documents of the Corporation.
 3. Review and recommend Board action on group applications for GVR "Club Status."
 4. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
 5. Forward all proposed amendments to the governing documents to counsel for review. Proposed amendments, as may be revised by counsel, shall be forwarded to the Board for review and appropriate action.
 6. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. GVR members are strongly encouraged to present their positions to the committee for consideration, and possible inclusion, in the pro and/or con statements.
 7. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
 8. With respect to amendments to the CPM, proposed by other committees, the following protocol applies:
 - a. The committee will provide a paragraph stating the purpose and goal of the proposed amendment(s) to the Board Affairs Committee (BAC).
 - b. If the BAC approves the purpose and intent of the proposed amendment(s), the BAC will forward to GVR's legal counsel to draft the amendment(s).
 - c. The draft amendment(s) will be presented to the BAC and the committee submitting the request.
 - d. If approved by both the BAC and the committee, the draft will be forwarded as a recommendation to the Board for approval.

SECTION 3 - FISCAL AFFAIRS COMMITTEE

3.3.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and with experience in financial management and GAAP (Generally Accepted Accounting Principles).

3.3.2 Responsibilities

1. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve

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- funding, the disposition of any Surplus and the transfers of Operating Cash.
2. Monitor progress toward achievement of annual financial objectives.
 3. Review financial statements, including but not limited to operations, capital analysis, Statement of Financial Position, Summary Statement of Activities , Statement of Changes in Net Assets and Investment Portfolios, and report to the Board, as appropriate.
 4. Coordinate with the GVR Audit Committee, and GVR Investment Committee.
 5. Review and recommend policy to assure financial controls.
 6. After reviewing staff input, recommend the establishment and the amount of dues, fees, and assessments.
 7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.
 8. After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.

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SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and experience in financial management.

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3.4.2 Responsibilities

1. To review and discuss, on an annual basis, the capital evaluation requirements, and any documents required for club and miscellaneous capital funding requests submitted to the P&E Committee.
2. To be knowledgeable of the Strategic Plan, Long-term Capital Plan, and Center Assessment Survey to ensure that all capital-funding recommendations comply with these plans.
3. To identify issues and trends that could contribute to the update of aforementioned plans.

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SECTION 5 - AUDIT COMMITTEE

3.5.1 Membership

To the extent possible, the committee will include members knowledgeable of financial reporting and internal control procedures.

3.5.2 Responsibilities

1. The Audit Committee functions in the capacity of an overseer of GVR's financial reporting process and internal controls. The committee is the conduit between GVR and the independent auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
2. The principal functions of the Audit Committee are:
 - a) To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
 - b) To review the independent auditor's terms of engagement.
 - c) To review the results of each audit including opinion qualifications or expectations.
 - d) To review the auditor's management letter and GVR management's response.
 - e) To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
 - f) To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

3.6.1 Membership

1. The members of the Committee selected by the Chairperson shall represent various GVR geographic areas to the extent possible.
2. Any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.
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3.6.2. Responsibilities

1. Nominations
 - a) Determine the eligibility of each candidate as verified by the GVR staff to be a member in good standing.

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2. There shall be at least one (1) other Director on the committee, and a minimum than two (2) GVR members who do not serve on the Board selected by the Committee Chairperson. Committee members shall be members of GVR, selected by the Committee Chairperson.

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3. An Administrative staff person will serve on the Committee and will be selected by the CEO.¶
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- b) Submit a slate of qualified candidates to the Board of Directors at least one hundred and twenty (120) days prior to the Annual Meeting.
- c) Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting and determine how candidates shall be presented to the membership.
- d) Staff will determine the eligibility and good standing of any candidates submitted by nomination petition within 60 days prior to the Annual Meeting and advise the Secretary of the Board. The Secretary will forward to the N&E Chair, who will bring the names to the next Board of Directors meeting.

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2. Election Process

- a) Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If Board of Directors fails to set a record date, the record date shall be thirty (30) days prior to the first day that votes may be cast.
- b) Submit the final slate of candidates for the ballot to the CEO.
- c) Establish a list of members eligible to vote as of the record date and provide this list to any outside agency conducting the election, if necessary.
- d) Establish the deadline for the return of ballots which shall be no later than 4:00 pm on a date at least five (5) days before the Annual Meeting.
- e) Verify that the final ballot and ballot materials have been reviewed and approved by GVR's general counsel.
- f) The ballot reply shall display all information deemed necessary for validation purposes for use by the Committee.
- g) The counting of ballots, at the discretion of the Board of Directors may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the GVR CEO or his designated representative. The results shall be shared with the Nominations and Election Chairperson.

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3. Election Results

- a) The Committee shall confirm the validation/counting process at least two (2) business days prior to the date of the Annual Meeting or Special Meeting.

b) At the conclusion of the election, obtain the results of the election, including the establishment of a quorum.

c) The Chairperson shall notify the GVR Board of Directors of the results of the election.

d) If there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in an election of directors, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.

e) The Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

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4. **Post-Election:**

At the conclusion of the election, the ballot materials and the results thereof shall be submitted to the CEO. The CEO will maintain the results of the election in GVR's permanent records and the ballot materials for at least three (3) years in accordance with the Arizona Nonprofit Corporation Act.

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5. **Board Orientation & Training**

Shall suggest topics to GVR staff for inclusion of appropriate in-service training, as needed, for the Board. Shall ensure that Board orientation programs are held annually, normally in April and coinciding with the seating of new Board of Directors.

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SECTION 7 - INVESTMENTS COMMITTEE **(updated 2/24/21)**

3.7.1 Membership

The Investments Committee ("IC") shall consist of at least two Green Valley Recreation Inc. ("GVR") members in addition to the IC Chairperson who shall be a director. The IC Chairperson shall be nominated by the President with Board approval. The IC chairperson and IC members should be knowledgeable in the investment of financial assets and, to the extent practical,

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experienced in investment management and/or investment oversight.

3.7.2 Responsibilities.

The IC has the following specific responsibilities and duties with respect to the [Investment Advisors \(IAs\)](#):

1. Make timely recommendations to the Board of Directors concerning:
 - a) The hiring, termination, and replacement of the Investment Manager and/or Investment Adviser (collectively, the "IM/IA") for each of the accounts that comprise the IAs.
 - b) The terms and wording for any contract between GVR and an IM/IA.
 - c) The specific wording and specifications for the Investment Policy Statement ("IPS") set forth in Appendix I, Subsection 3 that governs each of the accounts that comprise the IAs and any changes thereto.
2. Perform the following ongoing functions:
 - a) Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.
 - b) Monitor the IM/IAs to confirm compliance with the applicable IPS.
3. Make timely reports, in accordance with the IPS, to the CFO, CEO and Board of Directors of the following:
 - a) A serious and meaningful violation of the IPS.
 - b) A potential replacement of an existing IM/IA.
 - c) Any update requested by the Board of Directors.
4. Collaborate with the CEO/CFO concerning the following:
 - a) What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
 - b) The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
5. In the process of completing its duties, the IC will generate the following documents:
 - a) An IPS for each of the accounts that comprise the IAs.
 - b) An investment management contract for each IM/IA hired by GVR.
 - c) Minutes of each meeting of the IC.

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PART 3 COMMITTEES

SECTION 1 - GENERAL

3.1.1 Terms of Board Committee Chairpersons

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3.1.2 Committees of The Board of Directors (updated September 30, 2020)

1. Committee Chairpersons must be Directors. Chairpersons shall be nominated by the President, subject to approval of the Board.
2. The Board will establish the duties and responsibilities of the committees. Each committee shall make policy recommendations to the Board for consideration.
3. Committees are not required to follow Robert's Rules of Order.
4. Meetings shall be set by the Chairperson and shall be conducted as needed, but not less than quarterly.
5. To the extent possible, (a) committees will include members knowledgeable about the functionality of that specific committee and (b) shall include, as much as possible, those GVR members who submit a request to volunteer for the particular committee. The Committee Chair may solicit volunteers when there is an insufficient number of volunteers for the particular committee.
6. Members of each standing committee member shall serve one year terms and may serve consecutive terms. Ad hoc or special committee members may serve longer terms as determined by the Board.
7. In order to serve on a committee, members must sign a Confidentiality Agreement and Directors must have signed the Board Code of Conduct.

SECTION 2 - BOARD AFFAIRS COMMITTEE

3.2.1 Duties and Responsibilities

1. Recommend modifications in organizational policies and governing values to help guide the Board in achieving its strategic goals. Assist the Board in effectively carrying out its governing

functions in such a manner so as to clearly delineate the roles and responsibilities between governance and management.

2. Review and recommend amendments, when appropriate, to the governing documents of the Corporation.
3. Review and recommend Board action on group applications for GVR "Club Status."
4. Where appropriate, recommend modification to GVR club policies, in keeping with the best interest of the Corporation.
5. Forward all proposed amendments to the governing documents to counsel for review. Proposed amendments, as may be revised by counsel, shall be forwarded to the Board for review and appropriate action.
6. Develop pro and/or con statements for ballot proposals being submitted to the membership for a vote. GVR members are strongly encouraged to present their positions to the committee for consideration, and possible inclusion, in the pro and/or con statements.
7. Meet with Club officers to adjudicate any disputes concerning the Annual Club Agreement.
8. With respect to amendments to the CPM proposed by other committees, the following protocol applies:
 - a. The committee will provide a paragraph stating the purpose and goal of the proposed amendment(s) to the Board Affairs Committee (BAC).
 - b. If the BAC approves the purpose and intent of the proposed amendment(s), the BAC will forward to GVR's legal counsel to draft the amendment(s).
 - c. The draft amendment(s) will be presented to the BAC and the committee submitting the request.
 - d. If approved by both the BAC and the committee, the draft will be forwarded as a recommendation to the Board for approval.

SECTION 3 - FISCAL AFFAIRS COMMITTEE

3.3.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and with experience in financial management and GAAP (Generally Accepted Accounting Principles).

3.3.2 Responsibilities

1. Review and assist in presenting the annual budgets to the Board. Such review will consist of recommending Reserve

funding, the disposition of any Surplus and the transfers of Operating Cash.

2. Monitor progress toward achievement of annual financial objectives.
3. Review financial statements, including but not limited to operations, capital analysis, Statement of Financial Position, Summary Statement of Activities , Statement of Changes in Net Assets and Investment Portfolios, and report to the Board as appropriate.
4. Coordinate with the GVR Audit Committee and GVR Investment Committee.
5. Review and recommend policy to assure financial controls.
6. After reviewing staff input, recommend the establishment and the amount of dues, fees, and assessments.
7. Coordinate with the Planning and Evaluation Committee as it relates to proposed expenditures for capital improvements.
8. After reviewing staff input, recommend the financing method to be adopted for specific major projects recommended by the Planning and Evaluation Committee for Board approval.

SECTION 4 - PLANNING AND EVALUATION COMMITTEE

3.4.1 Membership Considerations

To the extent possible, the committee will include members knowledgeable about capital projects and experience in financial management.

3.4.2 Responsibilities

1. To review and discuss, on an annual basis, the capital evaluation requirements and any documents required for club and miscellaneous capital funding requests submitted to the P&E Committee.
2. To be knowledgeable of the Strategic Plan, Long-term Capital Plan, and Center Assessment Survey to ensure that all capital-funding recommendations comply with these plans.
3. To identify issues and trends that could contribute to the update of aforementioned plans.

SECTION 5 - AUDIT COMMITTEE

3.5.1 Membership

To the extent possible, the committee will include members knowledgeable of financial reporting and internal control procedures.

3.5.2 Responsibilities

1. The Audit Committee functions in the capacity of an overseer of GVR's financial reporting process and internal controls. The committee is the conduit between GVR and the independent auditing firm. The Committee is not involved in the Corporation's daily accounting functions.
2. The principal functions of the Audit Committee are:
 - a) To recommend a CPA firm to the GVR Board to act as the corporation's independent auditor.
 - b) To review the independent auditor's terms of engagement.
 - c) To review the results of each audit including opinion qualifications or expectations.
 - d) To review the auditor's management letter and GVR management's response.
 - e) To review issues and disputes that may arise between GVR management and the independent auditor during an audit.
 - f) To review the adequacy of internal financial controls with GVR management and the audit firm.

SECTION 6 - NOMINATIONS & ELECTIONS COMMITTEE

3.6.1 Membership

1. The members of the Committee selected by the Chairperson shall represent various GVR geographic areas to the extent possible.
2. Any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.
- 4.

3.6.2. Responsibilities

1. Nominations
 - a) Determine the eligibility of each candidate as verified by the GVR staff to be a member in good standing.

- b) Submit a slate of qualified candidates to the Board of Directors at least one hundred and twenty (120) days prior to the Annual Meeting.
- c) Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting and determine how candidates shall be presented to the membership.
- d) Staff will determine the eligibility and good standing of any candidates submitted by nomination petition within 60 days prior to the Annual Meeting and advise the Secretary of the Board. The Secretary will forward to the N&E Chair, who will bring the names to the next Board of Directors meeting.

2. Election Process

- a) Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If Board of Directors fails to set a record date, the record date shall be thirty (30) days prior to the first day that votes may be cast.
- b) Submit the final slate of candidates for the ballot to the CEO.
- c) Establish a list of members eligible to vote as of the record date and provide this list to any outside agency conducting the election, if necessary.
- d) Establish the deadline for the return of ballots which shall be no later than 4:00 pm on a date at least five (5) days before the Annual Meeting.
- e) Verify that the final ballot and ballot materials have been reviewed and approved by GVR's general counsel.
- f) The ballot reply shall display all information deemed necessary for validation purposes for use by the Committee.
- g) The counting of ballots, at the discretion of the Board of Directors may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the GVR CEO or his designated representative. The results shall be shared with the Nominations and Election Chairperson.

NOTE: refer to Bylaws Article V, Section 3

3. Election Results

- a) The Committee shall confirm the validation/counting process at least two (2) business days prior to the date of the Annual Meeting or Special Meeting.

- b) At the conclusion of the election, obtain the results of the election, including the establishment of a quorum.
- c) The Chairperson shall notify the GVR Board of Directors of the results of the election.
- d) If there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in an election of directors, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
- e) The Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

4. Post-Election:

At the conclusion of the election, the ballot materials and the results thereof shall be submitted to the CEO. The CEO will maintain the results of the election in GVR's permanent records and the ballot materials for at least three (3) years in accordance with the Arizona Nonprofit Corporation Act.

5. Board Orientation & Training

Shall suggest topics to GVR staff for inclusion of appropriate in-service training, as needed, for the Board. Shall ensure that Board orientation programs are held annually, normally in April and coinciding with the seating of new Board of Directors.

**SECTION 7 - INVESTMENTS COMMITTEE
(updated 2/24/21)**

3.7.1 Membership

The Investments Committee ("IC") shall consist of at least two Green Valley Recreation Inc. ("GVR") members in addition to the IC Chairperson who shall be a director. The IC Chairperson shall be nominated by the President with Board approval. The IC chairperson and IC members should be knowledgeable in the investment of financial assets and, to the extent practical,

experienced in investment management and/or investment oversight.

3.7.2 Responsibilities.

The IC has the following specific responsibilities and duties with respect to the Investment Advisors (IAs):

1. Make timely recommendations to the Board of Directors concerning:
 - a) The hiring, termination, and replacement of the Investment Manager and/or Investment Adviser (collectively, the "IM/IA") for each of the accounts that comprise the IAs.
 - b) The terms and wording for any contract between GVR and an IM/IA.
 - c) The specific wording and specifications for the Investment Policy Statement ("IPS") set forth in Appendix I, Subsection 3 that governs each of the accounts that comprise the IAs and any changes thereto.
2. Perform the following ongoing functions:
 - a) Complete due diligence and evaluation of each IM/IA at the end of each quarter or more frequently if required.
 - b) Monitor the IM/IAs to confirm compliance with the applicable IPS.
3. Make timely reports, in accordance with the IPS, to the CFO, CEO and Board of Directors of the following:
 - a) A serious and meaningful violation of the IPS.
 - b) A potential replacement of an existing IM/IA.
 - c) Any update requested by the Board of Directors.
4. Collaborate with the CEO/CFO concerning the following:
 - a) What information and analysis the CEO/CFO will provide to the IC for the purpose of enabling the IC to perform its duties.
 - b) The specific actions required by the CEO/CFO in order to bring an IM/IA back into compliance with its applicable IPS.
5. In the process of completing its duties, the IC will generate the following documents:
 - a) An IPS for each of the accounts that comprise the IAs.
 - b) An investment management contract for each IM/IA hired by GVR.
 - c) Minutes of each meeting of the IC.

PART 4 - CEO

SECTION 1 - AUTHORITY OF THE CEO

4.1.1. General

The Chief Executive Officer (CEO) is the sole employee reporting to the Board of Directors and is expected to understand, adhere to and implement the policies established by the Board of Directors. The CEO and Board shall work cooperatively to ensure that the policies established by the Board are carried out effectively. The CEO has overall responsibility for the operation of the corporation and is responsible for the planning and management of day-to-day operations. The CEO shall have responsibility for carrying out the decisions of the Board of Directors, including, but not limited to, how policies and goals are implemented; organization and control of resources; management of professional competence, and full control over operations, organizational behavior, subordinate managers and employees, human resource development, annual budget construction, execution of Board approved budgets, and the implementation of action items within each program area. The CEO provides organizational leadership to staff and support for the Board in achieving GVR's vision, completing its mission, and executing its strategic plan. The CEO serves as the community liaison and is responsible for enhancing the visibility of the organization locally, regionally and nationally. The CEO serves as the Public Information officer for GVR. The CEO may delegate authority to staff, as appropriate.

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4.1.2. Fiscal Authority

The CEO shall:

1. In conjunction with the Chief Financial Officer, develop the annual budget for Board approval which ensures maintenance of facilities, availability of member programs, and operation of the Corporation in accordance with the Strategic Plan.
2. Ensure that revenues are deposited into appropriate accounts in a timely manner.
3. Manage expenditures within the approved budget without incurring indebtedness.
4. Develop and maintain sound financial practices in accordance with GVR's 501(c)(4) designation.
5. Implement fiscal controls, execute recurring operational contracts and leases, fund expenditure approvals, and maintain accurate accounts of every financial transaction of GVR.

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6. Set rental rates for the use of GVR facilities.
7. Pursue and recommend sources of non-dues revenue to the Board.
8. Ensure that delinquencies are forwarded to counsel for appropriate action in a timely manner.

4.1.3. Programmatic Authority

The CEO shall:

1. Provide a safe environment for members of GVR.
2. Structure the organization to continually improve operations and make changes as necessary to the organizational structure.
3. Develop policies for disseminating information to the membership and general public.
4. Assist the Board in developing long- and short-range strategies and implement same.
5. Review proposed GVR projects and programs.

SECTION 2 – RESPONSIBILITIES

4.2.1. Human Resources

The CEO shall:

1. Maintain comprehensive HR policies and practices which are aligned with U.S. and Arizona law.
2. Serve as Equal Employment Opportunity and Diversity Officer.
3. Develop and recommend to the Board compensation packages that are competitive within Pima County and Southern Arizona.
4. Ensure that there is an effective management team, support staff, and volunteer system in place. Effectively manage the Human Resources (HR) of the organization according to authorized personnel policies and procedures that fully conform to current laws, regulations and corporate policy.
5. Ensure the development and implementation of personnel training programs that enhance the human resources of the organization and ensure qualified employees and volunteers.
6. Maintain a climate that attracts, retains, and motivates top quality people – both paid staff and volunteers.

4.2.2. Board Relationship

The CEO shall:

1. The President is the primary liaison between the CEO and the Board for communications outside of Board meetings.
2. By January 31 of each year, prepare and submit to the Board for approval, a proposal for the CEO's Work Plan in accordance with

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The Chief Executive officer shall: ¶
1. Protect the non-profit status of GVR. ¶
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The Chief Executive officer shall: ¶

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- the Strategic Plan to be achieved during the forthcoming governance year (effectively April 1-March 31).
3. Assist the President of the Board in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
 4. Be prepared to report on the condition of the organization, and status of ongoing projects as may be requested at a Board meeting
 5. Cooperate with the President and Committee chairs to ensure that Board Committees function effectively.
 6. Provide administrative support to directors in conformance with policies established by the Board.
 7. Recommend policy changes to the Board or the appropriate committee chair, as necessary.
 8. Work cooperatively with the President and be responsible and accountable to the Board as a whole.

4.2.3. Other Responsibilities

- The CEO shall:
1. Monitor and ensure compliance with federal and state laws, Pima County regulations and ordinances, and GVR’s Articles of Incorporation, Bylaws, Corporate Policy Manual, and Corporate Operations Manual.
 2. Develop a public awareness program to promote GVR.
 3. Ensure the organization and its mission, programs, products and services are consistently presented in a strong, positive image to members.
 4. Be responsible for setting hours of operation for facilities, and for publicizing those hours by various GVR and non-member groups.
 5. Authorize the voluntary dissolution of GVR clubs.
 6. Perform other duties as prescribed by the Board of Directors.

SECTION 3 - COMPENSATION AND REVIEW

4.3.1. CEO Compensation

Prior to the employment of a new CEO, the Board of Directors, and CEO shall negotiate a written agreement for employment, which shall be subject to review by GVR's legal counsel. Said document shall contain the Compensation Package for the CEO, length of term, renewal options and other relevant information pertinent to the employment of the CEO. The CEO, at a minimum, shall receive all benefits available to all GVR employees.

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4.3.2. CEO – Performance Appraisal Process

The Performance Appraisal shall be completed on an annual basis at least 30 days prior to the date of the Annual Meeting (except as set forth below with respect to new CEOs). The Board, at its discretion, may conduct or have conducted additional performance reviews of the CEO at any time. In the case of a new CEO, an additional evaluation shall be completed at 6 months. If a new CEO is hired at any time other than the beginning of a calendar year, the annual evaluation shall be conducted as close to year-end as reasonably possible. Any and all reports, conclusions, findings or information resulting from such reviews may only be discussed in Executive Session. Failure to conduct such reviews in no way shall relieve the CEO from performing such duties and responsibilities as required by contract, GVR's Bylaws and the Corporate Policy Manual.

1. The performance appraisal Process for the CEO:

- a) A committee of the Board of Directors shall manage the performance appraisal and will conduct the performance appraisal interview.
- b) The committee shall be chaired by the President and if the President has been in office less than 6 months, the Past President shall serve on the committee, if possible. The Committee shall consist of the officers and must include at least 3 members who have served on the Board for more than 1 year. No staff or non-board members shall participate. The committee members shall be appointed and serve through the entire evaluation year.

2. Steps in the CEO performance appraisal process:

- a) The Committee initiates the formal performance appraisal process beginning in early January unless changes to the evaluation form require that the process start earlier. This time period allows completion of the appraisal process, format review and action by the Board and meeting with the CEO prior to the Annual Meeting of the Corporation.
- b) The CEO provides the results of the prior year work plan by January 15.
- c) The Committee reviews the Performance Appraisal Process, informs the Board of the process and invites Board members and CEO to provide any comments to the Committee regarding the form and/or the process in an Executive Session. The Committee may adapt the form and/or process based on this feedback by the first week in February.

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- d) Evaluation forms, the CEO's contract, job description and progress to date on the CEO's Work Plan are provided to each Board member. The CEO completes a self-evaluation form. Completed evaluation forms are returned to the President by the end of the 1st week in February.
- e) The Committee meets and summarizes the Board's completed ratings and compares the results to the CEO's self-appraisal.
- f) The Committee meets with the CEO to review the findings. Major discrepancies between the Board and CEO results should be discussed and any issues resolved.
- g) The Committee Chair convenes an Executive Session without the CEO to discuss the results and bonus recommendation or other recommended action no later than March 1. The Board will discuss the appraisal and bonus recommendation, make changes if desired and then act. The minutes will reflect the action.
- h) The Committee meets with the CEO to discuss the results of the appraisal and the Board decision within a week of the Executive Session.

3. Steps following the Appraisal Process

- a) The CEO and the Committee modify the Goals for the next year and work together to outline a Performance Improvement Plan if necessary.
- b) The Board reviews and approves the Goals and any Performance Improvement Plan before the Annual Meeting.
- c) The Committee regularly reviews the job description, any relevant policies, the appraisal process, and recommends enhancements for review and action by the Board as necessary.
- d) The Committee drafts any changes to the CEO Job Description for the following year, makes any necessary changes to the Performance Appraisal Process, including the associated tools, and recommends those changes to the incoming Board. The new Board formally adopts the process and tools.

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PART 4 - CEO

SECTION 1 - AUTHORITY OF THE CEO

4.1.1 General

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4.1.2 Fiscal Authority

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6. Set rental rates for the use of GVR facilities.
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The CEO shall:

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3. Develop and recommend to the Board compensation packages that are competitive within Pima County and Southern Arizona.
4. Ensure that there is an effective management team, support staff, and volunteer system in place. Effectively manage the Human Resources (HR) of the organization according to authorized personnel policies and procedures that fully conform to current laws, regulations and corporate policy.
5. Ensure the development and implementation of personnel training programs that enhance the human resources of the organization and ensure qualified employees and volunteers.
6. Maintain a climate that attracts, retains, and motivates top quality people – both paid staff and volunteers.

4.2.2. Board Relationship

The CEO shall:

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2. By January 31 of each year, prepare and submit to the Board for approval, a proposal for the CEO's Work Plan in accordance with

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3. Assist the President of the Board in developing agendas for meetings, and provide appropriate information so that the Board may make informed decisions.
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2. Develop a public awareness program to promote GVR.
3. Ensure the organization and its mission, programs, products and services are consistently presented in a strong, positive image to members.
4. Be responsible for setting hours of operation for facilities, and for publicizing those hours by various GVR and non-member groups.
5. Authorize the voluntary dissolution of GVR clubs.
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SECTION 3 - COMPENSATION AND REVIEW

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- d) Evaluation forms, the CEO's contract, job description and progress to date on the CEO's Work Plan are provided to each Board member. The CEO completes a self-evaluation form. Completed evaluation forms are returned to the President by the end of the 1st week in February.
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3. **Steps following the Appraisal Process**

- a) The CEO and the Committee modify the Goals for the next year and work together to outline a Performance Improvement Plan if necessary.
- b) The Board reviews and approves the Goals and any Performance Improvement Plan before the Annual Meeting.
- c) The Committee regularly reviews the job description, any relevant policies, the appraisal process, and recommends enhancements for review and action by the Board as necessary.
- d) The Committee drafts any changes to the CEO Job Description for the following year, makes any necessary changes to the Performance Appraisal Process, including the associated tools, and recommends those changes to the incoming Board. The new Board formally adopts the process and tools.

Green Valley Recreation, Inc.



Board of Directors Work Session

Prepared By: Nanci Moyo, Administrative Supervisor

Meeting Date: January 19, 2022

Presented By: President Mike Zelenak

Consent Agenda: No

Originating Committee / Department:

President Mike Zelenak

Action Requested:

Discuss creating a ballot measure to consider building an arts center at West Center and related debt service.

Strategic Plan Goal:

Goal 1: Provide excellent facilities for members to participate in a variety of active and social opportunities, and Goal 4: Cultivate and maintain a sound financial base that generates good value for our members.

Background Justification:

Building an Arts Center at West Center may require borrowing \$4 million dollars. The GVR Bylaws state in Article VI, Section 2: Limits of Authority and Indebtedness – The Board of Directors is not authorized to enter into any contract that requires an annual payment that exceeds ten percent (10%) of the annual budget. Any contract requiring an annual payment that exceeds ten percent (10%) of the annual budget shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation.

Attachments:

Long Term Capital Funding Projection

Long Term Capital Funding Projection

Funding Projections

PLAN A WITH FINANCING

All Amounts Are Projections

	2022	2023	2024	2025	2026
Initiatives					
Beginning Balance	\$ 2,173,284	\$ 1,997,633	\$ 1,121,846	\$ 928,134	\$ 937,617
Funding From Operations Revenue	\$ 611,752	\$ 534,316	\$ 555,820	\$ 564,237	\$ 578,830
Additional GVR Funding (EMR Fund Trans.)	\$ 600,000				
Projected Surplus	\$ 190,000				
Debt Service: Loan Proceeds (20 yr., 3%)	\$ 2,000,000	\$ 2,000,000			
Debt Service: Annual Payments (20 yr., 3%)	\$ (85,356)	\$ (237,569)	\$ (253,832)	\$ (253,832)	\$ (253,832)
Transfer to MRR-B for EC Pool					
Net Investment Earnings	\$ 63,953	\$ 38,465	\$ 65,301	\$ 60,079	\$ 63,829
Projects:					
Clay Studio Expansion					
Canoa Hills Club House & Pk Lot	\$ (50,000)	\$ (150,000)	\$ (550,000)	\$ (350,000)	
Canoa Hill Note Payment	\$ (11,000)	\$ (11,000)	\$ (11,000)	\$ (11,000)	\$ (11,000)
East Center Pool Replacement					
PBC Shade Structure					
Abrego So. Field House & Shuffle	\$ (125,000)				
West Center Arts Complex - 17.5K Sq Ft	\$ (2,750,000)	\$ (2,750,000)			
Social Gathering Place	\$ (95,000)				
Desert Hills Fitness Expansion	\$ (300,000)	\$ (300,000)			
EC Art Classroom expansion					\$ (35,000)
Woodshop Expands into Lapidary					\$ (50,000)
Expand Ceramics into Lapidary at DH	\$ (130,000)				\$ (50,000)
LC Third Tennis Court					\$ (120,000)
Potential Projects					
GVR Dog Park	\$ (95,000)	\$ -		\$ -	
LC - Fitness Room Expansion				\$ -	
Ending Balance	\$ 1,997,633	\$ 1,121,846	\$ 928,134	\$ 937,617	\$ 1,060,443